

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ESAP MINING SERVICES LIMITED

Incorporated this.....day of20.....

DRAWN BY:
SUBSCRIBER
YAHYA RASHIDI PUYAGA
P.O BOX 602
GEITA


Certified as True Copy of the Original
Penina Mashimba
Advocate, Notary Public & Commissioner
for Oaths
Sign: 
Date: 21/07/2023

THE COMPANIES ACT 2002,
ACT NO.12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM ASSOCIATION
OF
ESAP MINING SERVICES LIMITED

1. The name of the company is **ESAP MINING SERVICES LIMITED.**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objectives for which the company established are:
 - a) To deal with Explosive activities include Manufacturing, Importing, Exporting, Selling, Supplying and Destruction of Commercial Explosives. Also conducting Blasting activities for Small Scale, Medium Scale, Large Scale Demolition of structures and all related activities.
 - b) To deal with Mining activities including Prospecting, Exploration, Construction, Mining Operation, Drilling, Maintenance, Expansion, Haulage, Abandonment, Decommissioning and Repurposing of a mine.
 - c) To search for minerals and mines and to process and market minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose off gold, diamonds, any interests in the same, respectively, and to carry on the business of cutting and polishing precious stones, diamonds out of rough precious and semi-precious stones.
 - d) To carry on consultancy services relating to Mining, Drilling, Explosives, Basting and the training of personnel to carry on all or any of the business of mining business and personnel consultants and to advise upon means and methods for extending, developing and improving all types of businesses in mining and construction services.
 - e) To carry Consultancy Services and Training on Safety, Health and Environment including Workplace Assessment, Baseline Risk assessment,


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Per **MASHA**
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Working at Height, Environment Impact Assessment (EIA), Environmental Management Plan (EMP) in all workplace.

- f) To carry on the business of distribution and sales in Tanzania and elsewhere in the world based on commission or otherwise, in respect of various engineering in which machinery, plants, processors and all hardware related thereof.
- g) To acquire land for the benefit of the company in whatever form, rent, buy or enter into joint venture, To carry on the business of colliery and mine owners and to get work raise win make merchantable, sell and deal in minerals, bricks, tiles, pipes and other articles, take or lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, charters, privileges, authorities of and over mines, land and minerals and other mined products, and generally to work the mines and collieries of or belonging to the company or over which the company has rights.
- h) To deal with the business of computer programmer (such as software development, marketing etc.) and any other computer related business which in the opinion of the company will be advantageous or convenient to the company.
- i) To carry on the business of timber and lumber merchants, lumber yard and saw-mill proprietors, and to sell, buy, prepare for market, import, export and deal in timber and wood of all kinds, in the manufactures of which timber or wood is used: to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants in any other business which may seem to the company capable of being conveniently carried in connection with any of the above, or calculated directly or indirectly to render profitable or to enhance the value of the company's property or right for the time being.
- j) To carry on the business of manufactures, import and export, of ceramic designing, ceramics decorations, paintings decorative lamps flower and flower verses, enamel, hardware, building materials, roof and wall tiles glass wares, household, domestic appliance, electronics electrical materials, electrical fittings.
- k) To carry on the business as fabricators of interior construction including importation and exportation of different material such as aluminum, glass,

fabrics, plasterboards, gypsum boards, chipboards, laminates, tiles, ceramics, granite and all types of building material in connection to the company's business.

- l) To invest in the development of flooring and designing business, distribution network in Tanzania through strengthening the local supplier and dealers' network in the development of interior construction business.
- m) To carry on the business of renovation works, wall floor and ceiling finishers, and window dressing and to provide consultancy service in design, project implementations in connection to interior work.
- n) To carry on the business of dealing in production, importing, exporting, marketing, manufacturing, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufactures, representative in all field. To be agent of foreign company and to establish business enterprise whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- o) To carry on the business and act as managers of investment and investment company, real estate agents, property managers, developers, values decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands securities, bonds, share property act as a holding company may think fit.
- p) To engage in investment scheme for construction, rehabilitation, erection, ownership and management of commercial buildings, export processing zones and special economic zones, to buy, sell, hire, manufactures, trade, and deal in property, goods produce, articles, and merchandise of all kinds and transact any and every description as development agency, distribution , marketing, commercial, industrial, manufacturing , mercantile, insurance and financial business and carry on the business of traders, general merchants, general storekeepers, financier and bill brokers, del-cruder agents, barter, traders trader, court of all kind or carry on the business of warehouses construction, landscaping, engineering, civil works and deal in all kinds of scrap metal and precious metals.

- q) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or right over any immovable property, belong to the company.
- r) To purchase, take or lease or in exchange, hire or otherwise acquired and hold any state or interest in any land's buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or person property of any kind.
- s) To accept payment for any property or right sold otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- t) To carry any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on by the company in connection with the above business or the general business of the company.
- u) To act as agents for the sale and purchases of any stock or securities or for any other or mercantile transactions.
- v) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with other and either or through agents, subcontractors, trustees and otherwise.
- w) To remunerate any person, firm or company rendering service to this company, whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.
- x) To lend money on any terms that may thought fit, and particularly to customers or other person or corporation having dealt with societies and to give any guarantees that be expedient.
- y) To invest and deal with the money of the company not immediately required, upon such securities and in such as may from to time be determined.

- z) To distribute among the member in pieces any property of the company or any proceeds of sale or disposal of any property of the company.
- aa) To draw, make, accept, endorse, discount execute and issue promissory note, bills of lading, warrants, debentures and negotiable or transferable instrument.
- bb) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- cc) To take or otherwise and hold shares in any other company having objective altogether or in part similar to this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- dd) To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- ee) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with other, and either by or through agents, sub-contractors, trustees or otherwise.
- ff) Generally, to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.


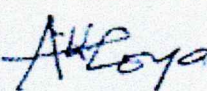
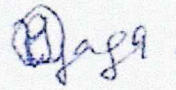
AND IT IS HEREBY DECLARED that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated or whether domiciled in the United Republic of Tanzania or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

That the meaning of any general words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or word in the same paragraph.

4. The Liabilities of the members is Limited
5. The authorized share capital of the company is **Tanzanian Shillings Thirty Million (TSHS. 30,000,000/-)** only divided into **Three Thousand Shares (3000)** of **Tanzanian Shillings Ten Thousand (TSHS. 10,000)** only each.


The company shall have powers to increase or reduce its capital and to divide the shares in its capital for the time being into several classes of stock or shares right, privileges, or condition as may be determined by or in accordance with the Article of Association of the Company.

We, the several persons whose names addresses and description 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.


Name, Addressee, and Description of Subscribers	Number of Shares taken by each Subscribe	Signatures of subscribers
1. ELIAS PETER WAKULA P.O BOX 35854 DAR ES SALAAM	1000	
2. ABDALLAH KANYALA LOYA P. O BOX 22691 DAR ES SALAAM	1000	
3. YAHYA RASHIDI PUYAGA P. O BOX 486 GEITA	1000	

DATED AT KATAMA This 14th day of MARCH 2022

Witness to the above signature:

Name : ANDAX H. PERFECTED GUSA
 Signature : 
 Postal address : Box 472, KATAMA
 Qualification : ADVOCATE



Certified as True Copy of the Original
Penina Mashimba
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: 
 Date: 14/03/2022

THE COMPANIES ACT 2002
ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ESAP MINING SERVICES LIMITED

PRELIMINARY

1. In these regulations:

“The act” means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the act is referred to the reference is that provision is modified by any law for the time being in force.

Unless the content otherwise requires, the expression defined in the act or statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include females, and the words importing person shall include bodies corporate, partnership, firms, cooperatives, societies, etc

The regulation of companies Act shall not apply to the company save in so far as they are varied or excluded hereby, but in case of any conflict between the provision hereon, and the substitution under this regulation the former shall prevail, and in addition to substatation shall be the regulations of the company.

PRIVATE COMPANY

2. The company is a Private Company and accordingly: -

- a) The right to transfer shares is restricted in manner hereinafter prescribed.
- b) The number of members of the company (exclusive of person who are in the employment of the company were while in such employment to be the member of the company) is limited fifty, provide that where to or more persons hold one or more share in the company jointly, they shall for the purpose of this regulation be tested as a single member.

- c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- d) The company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share at any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to member to transfer their share shall be restricted as follows:
 - a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the directors as one who it is desirable in the interest of the company to admit to membership.
 - b) Every shareholder or trustee in bankruptcy, or any person who may desire to see or transfer any such shares and who may desire to see or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the directors that the desires to make such sale or transfer such notice shall constitute the board of directors of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determinate by the auditor of the company.
 - c) Upon price of such shares being agreed on and determined as per clause above, the board shall forthwith give notice to such shareholders, other than the shareholder desiring to sell or transfer the said, stating g the number and price of such share inviting the person to whom notice is sat to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such day 21 notice the board shall apportion such shares among the shareholders 9 if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the share to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of company's act shall apply to the following variations

- a) A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- b) Two members, present either personally or by proxy shall form a quorum.
- c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of the member of the company shall be valid and effectual as ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- a. Until otherwise determined by the company in general meeting the directors shall not be less than two and more than four in number.
 - b. The following person shall be the first directors of the company
 - 1. ELIAS PETER WAKULA**
 - 2. ABDALLAH KANYALA LOYA**
 - 3. YAHYA RASHIDI PUYAGA**
7. The shareholding qualification for directors may be fixed by the company in general meeting and unless and until so fixed no qualification shall be required.
8. The quorum of directors for transacting business shall, unless otherwise fixed by the directors, be two.

9. A resolution in writing signed by all the directors then in Tanzania shall be as and effectual as if had been passed at a meeting of directors duly called and constituted.
10. The directors may from time to time borrow or raise any money for the purpose of the company which may exceed the issued share capital of the company.

BORROWING POWERS

11. The directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
12. The directors may secure the repayment of or raise any sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged in such other way as the Directors may think expedient.

VOTE OF MEMBERS

13. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
14. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the company have been paid.

DISQUALIFICATION OF DIRECTORS.

15. The office of a Director shall be vacated if the Directors.
 - a) becomes bankrupt; or
 - b) Is found to be a lunatic or become of unsound mind; or
 - c) resigns his office by notice in writing to the company.
 - d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

16. The Directors shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the

Board of Directors and in the presence of at least two Directors or a Director and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

ALTERNATE DIRECTORS

17. Any director shall have power to nominate any person to act or attend as Alternate Director during his absence or during his inability so to acting. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and Alternate Director shall exercise and discharge all the duties of the Director whom he represents.
18. Unless otherwise decided by Directors the quorum necessary to Transact business of the Directors shall be two Directors personally present.

SECRETARY

19. The Secretary shall be appointed by the Board for such terms at such Remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

20. With the sanction of special resolution of the shareholders any part of the asserts of the company including any shares in other companies may be divided between the members of the Company in special or may be Vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no, member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION

21. Subject to the provision of the Act and to those contained in the Memorandum of Association the Company may by special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be the subject in like in manner to alteration by special and Resolution.

INDEMNITY.


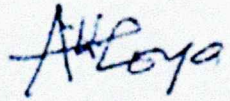
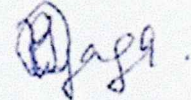
22. Every Director, Managing Director, Auditor, Secretary, and other officer for the time being of the Company Shall be indemnified out of the Assets of the company against any liability incurred by him in defending any proceedings, whether civil

Certified as True Copy of the
Penina Mashimba
Advocate, Notary Public & Commissioner
for Ombudsman
Sign: 
Date: 10/08/2022

or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the court.

ARBITRATION

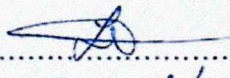
23. If and whenever any dispute or difference shall arise between the Company and any of members or their respective representatives touching upon the construction or meaning of any the Article herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the-Act, such differences shall (unless a sole arbitrator be agreed upon) for with be referred to the arbitration of three 3 arbitrators, one to appointed by the first two or, in the event of failure to agree within (Cap.25) or any than existing statutory modifications or re-enactment Therefore shall apply.

Name, Addressee, and Description of Subscribers	Number of Shares taken by each Subscribe	Signatures of subscribers
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2. ABDALLAH KANYALA LOYA P. O BOX 22691 DAR ES SALAAM	1000	
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DATED AT KAHAMA This 14th day of MARCH 2022

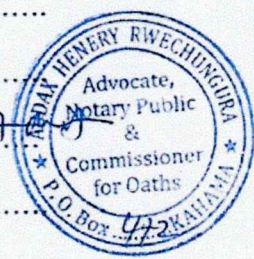
Witness to the above signature:

Name : ANDAX H. RWECHUNGURA

Signature : 

Postal address : Box 472, Kahama

Qualification : ADVOCATE




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Penina Mashimba
 Advocate, Notary Public & Commissioner
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 Sign: 
 Date: 31/08/2023