

THE COMPANIES ACT 2002

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

KOM MINING COMPANY LIMITED

Incorporated on this.....day of.....2019

Drawn by:

Mhoja Nkwabi Kabalo (Subscriber)

P.O.BOX 253,

KAHAMA-SHINYANGA.



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KOM MINING COMPANY LIMITED

1. The name of the Company is **KOM MINING COMPANY 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 established are: -
 - a. To engage in the Mining of hard coal and lignite
 - b. To engage in Extraction of crude petroleum
 - c. To engage in Extraction of natural gas
 - d. To engage in Mining of iron ores
 - e. To engage in Mining of uranium and thorium ores
 - f. To carry on Mining of other non-ferrous metal ores
 - g. To engage in Quarrying of stone, sand and clay
 - h. To engage in Mining of chemical and fertilizer minerals
 - i. To engage in Extraction of peat
 - j. To engage in Extraction of salt
 - k. To carry on other mining and quarrying
 - l. To carry on Support activities for petroleum and natural
 - m. To engage in Gas extraction
 - n. To carry on Support activities for other mining and quarrying
 - o. To carry on business as a general commercial company.

4. The Liability of the Members is Limited.

5. The initial Share Capital of the Company is Tanzania Shillings One Billion (**TZS 1,000,000,000/=**) divided into **1000 ordinary shares** of Tanzania Shillings One Million (**TZS 1,000,000/=**) each, with power of the company to increase or reduce the said capital and to issue any part of its capital original or increased with or without any special qualified preference or deferred rights and privileges or conditions as to capital dividends rights of voting or other matters but so that any such rights privileges or conditions shall not be altered or modified except in accordance with the articles of association of the company for the time being in force.

NOW THEREFORE, We the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of this Memorandum of Association and have respectively agreed to take the number of shares in the capital of the Company as set out opposite to our respective names:-

NAMES AND POSTAL/ ADDRESS OF THE SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
2. Mr. MHOJA NKWABI KABALO, P.O.BOX 253, KAHAMA-SHINYANGA	510	
3. Ms. JESCA MHOJA NKWABI, P.O.BOX 253, KAHAMA-SHINYANGA	30	J.mhoja
4. Ms. JOYCE MHOJA NKWABI, P.O.BOX 253, KAHAMA-SHINYANGA	30	M.J
5. Ms. JENIFER MHOJA NKWABI, P.O.BOX 253 KAHAMA-SHINYANGA	30	

Dated at Dar es Salaam this ^{27TH} day of APRIL 2019.

Signed Before Me:

Signature:



Name:

EMMANUEL C. MAKUNGU

Postal Address:

11934, DAR ES

Qualification:

ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KOM MINING COMPANY LIMITED

PRELIMINARY

1. In these Articles:

- | | |
|-----------------|---|
| “The Act” | Means the Companies Act 2002; |
| “The Company” | Means Kom Mining Company Limited; |
| “The Seal” | Means the Common Seal of the Company; |
| “The Secretary” | Means any person appointed to perform the duties of the Secretary of the Company; |
| “The Register” | Means the Register of the Members of the Company; |
| “The Dividend” | Means the Dividend declared by the Company and includes bonus; |

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding upon the Company.

2. The Regulations contained in PART II of the First Schedule to the Companies Act 2002 shall unless otherwise provided herein, apply to the Company.

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 is limited to fifty as further provided for in the Act;
- (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
- (d) The company shall not have power to issue share warrants to bearer.

3. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share:-
 - (i) The Share Capital of the Company is Tanzania Shillings One Billion(TZS 1,000,000,000/=) divided into 1000 ordinary shares of Tanzanian Shillings One Million (TZS 1,000,000/=) each.
 - (ii) Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution, be issued on the terms that it is or at the option of the Company is liable to be redeemed.
4. The Company may pay to any person a commission consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to produce subscriptions, whether absolute or conditionally, for any share in the Company; PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirement of Section 56 of the Companies Act shall be observed.

SHARE CERTIFICATES

5. Every member, upon becoming the holder of shares, shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares held by him (and upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount of respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
6. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

7. (i) The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares standing registered in the name of any person for all moneys presently payable by him or his estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
8. The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the company, whether he/she be the sole registered holder or be one of several joint holders.
9. The company's lien, if any, on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

10. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month notice from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the times and place of Account) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
11. All calls shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed, and may be required to be paid by installments.
12. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
13. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 percent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
14. Any sum which by the terms of issue of share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purpose of those regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

FORFEITURE OF SHARES

- 15. A forfeiture of shares shall either be way of voluntary surrender or by call. And as a result of unpaid up shares after a call on shares is issued, the Board of Directors may resolve to forfeit the unpaid up shares to the Company. And the forfeited shares may either be cancelled, reserved or reallocated.
- 16. When any share has been forfeited an entry shall forthwith be made in the register of members of the company, recording the forfeiture and the date thereof and as soon as shares so forfeited have been sold or otherwise disposed of.
- 17. The lien coffered by Clause 10 of Table 'A' shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or one of several joint leaders.
- 18. Any entry in the minute book of the company of the forfeiture of any shares which have been sold to satisfy a lien of the company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold, and such entry and the receipt of the company for the price of such shares shall constitute a good title of such shares and the name of the purchaser shall be entered in the register as a member of the company, and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

TRANSFER OF SHARES

- 19. (i) Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument in the common form hereunder provided and which shall be signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(ii) Shares shall be transferred in the following form or in any usual or common form which the Directors shall approve.

"I.A.B. of in consideration of the sum of TZS paid to me by C.E. of (hereinafter called "the said transferee") DO HEREBY transfer to the said transferee the share (or shares) numbered in the undertaking called to hold onto the said transferee, subject to the several conditions on which I hold the same, and I the said transferee, DO HEREBY agree to take the said share (or shares) subject to the

conditions aforesaid.

As witness our hands this.....day of.....20.....

ALTERATION OF CAPITAL

20. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
21. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.
22. The Company may by ordinary resolution:-
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
23. The Company may, by special resolution reduce its share capital in any manner and with subject to any incident authorized, and consent required by law.

GENERAL MEETINGS

24. A General Meeting shall be held once in every calendar year (not being more than fifteen months after the holding of the preceding General Meeting) at such time and place as may be determined by the Directors. In default of a General Meeting so held, a General Meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
25. All General Meetings other than the Annual General Meeting shall be called Extra-Ordinary General Meetings.
26. The Directors may, whenever they deem fit, convene an Extraordinary General Meeting and Extraordinary General Meeting shall also be convened on such requisition, or, in default may be convened by such requisitionists as provided by Section 134 of the Act.

NOTICE OF GENERAL MEETINGS

27. Every general meeting shall be called by twenty-one clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

Provided that a meeting of the company may be called by shorter notice if it is so agreed:-

- (a) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) In the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

28. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

29. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, the election of Directors and other officers in place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.

30. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. And quorum shall constitute minimum of two or more members together holding 75 percent in nominal value of shares.

31. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded;

(a) By the chairman; or

(b) By at least two members having the right to vote at the meeting; or

(c) By a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

And a demand by a person as proxy for a member shall be the same as a demand by the member.

32. Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.

33. An Ordinary Resolution shall be passed if it is supported by at least 51 percent voting rights of the total voting rights of the company. A Special Resolution shall be passed if it is supported by 75 percent voting rights of the total voting rights of the company.

34. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

35. An instrument appointing proxy shall be in the following form or a form near there to as circumstances admit.

KOM MINING COMPANY LIMITED

I/We of, beinga
Member/members of the above company, here by appoint.....
Of.....or failing him,.....of.....
as my proxy to vote for me/us on my/our behalf at the (annual or extraordinary,
as the case may be) general meeting of the Company to be held on the
day of, and at any adjournment there of

Signed this.....day of20.....

36. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

KOM MINING COMPANY LIMITED

I/We of, beinga
Member/members of the above company, here by appoint.....
Of.....or failing him,.....of.....
as my proxy to vote for me/us on my/our behalf at the (annual or extraordinary,
as the case may be) general meeting of the Company to be held on the
day of, and at any adjournment there of

Signed this.....day of20.....

37. The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.

38. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

39. (a) Unless and until the Company in a General Meeting shall otherwise determine, the number of Directors shall not be less than two or more than seven.

(b) The first Directors of the Company shall be:

1. Mr. Mhoja Nkwabi Kabalo

2. Ms. Jesca Mhoja Nkwabi

3. Ms. Joyce Mhoja Nkwabi

4. Ms. Jenifer Mhoja Nkwabi

41. (a) The remuneration of Directors shall from time to time be determined by the Company in General Meeting.

(b) In addition to their usual remuneration, the Directors shall also be paid such travelling, hotel and other expenses incurred in connection with their attendance at meetings of Directors.

42. (a) Each Director may nominate in writing to the Secretary of the Company a person approved by his/her co-directors to act as Alternate Director in his/her place during his/her absence or if he/she is unable to act as such Director himself.

(b) On such appointment being made, the Alternate Director shall, except as regards remuneration, be subject to all respects to the terms and conditions existing with reference to the other Directors, and each Alternate Director whilst acting in the place of an absent Director, shall enjoy all the rights of and exercise and discharge all the duties of the Director he/she represents.

BORROWING POWERS

43. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

44. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in the setting up and registering of the Company, and may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in a General Meeting, subject, nevertheless, to any regulations of these Articles, to provisions of the Act, and to such regulations, being consistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting, but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

45. The Board of Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make calls, forfeit shares or issue debentures) as they may see fit, but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

46. The office of the director shall be vacated if the director-
- (a) Ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law being a director; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Becomes unsound mind; or
 - (d) Resigns his office by notice in writing to the company; or
 - (e) Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

47. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.
48. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following general meeting, and shall then be eligible for re-election
49. The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.
50. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of directors under article 68 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as additional director.

PROCEEDINGS OF DIRECTORS

51. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors.
52. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
53. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at meeting of directors or of a committee of directors.

SECRETARY

54. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may see fit, and they may remove/terminate any Secretary so appointed.
55. No person shall be appointed or hold office as a Secretary who is:-
 - (a) The sole Director of the Company; or
 - (b) A Corporation, the sole Director of which is the sole Director of the Company; or
 - (c) The sole Director of a Corporation which is the sole Director of the Company.
56. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of the Secretary.

THE SEAL

57. The Company shall have a Company Seal which shall be kept under the safe custody of the Directors. The Seal shall be used in all business transactions and affixed on instruments by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign an instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and a company secretary or a second director.

DIVIDENDS AND RESERVE

58. Subject to section 180 of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

59. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the director to be justified by the profits of the company available for distribution.
60. Any general meeting declaring dividend may, up on recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and where any difficult arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of member, and may vest any assets in trustees.
61. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

ACCOUNTS

62. The directors shall cause proper books of accounts to be kept with respect to
- a. All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - b. All sales and purchases of goods by the company; and
 - c. The assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain this transactions.

63. In accordance with section 163 of the Act, the copy of the company's annual accounts to be laid before the company general meeting together with a copy of directors report and the auditor's report shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of the company. Provided that his regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT

64. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.



WINDING-UP

65. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company, divide amongst the members in specie or kind the whole or any part of the assets of the Company and may, for such purpose set such value as he may deem fair upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall see fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

66. Every Director or other Officer of the Company shall be entitled to the indemnified out of the assets of the Company against all costs, charges, loses, expenses and liabilities which he may sustain or incur in or during the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court; and no Director or other Officer shall be liable for any loss, damage or misfortune, which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

NOW THEREFORE, We the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of these Articles of Association and have respectively agreed to take the number of shares in the capital of the Company as set out opposite to our respective names:-

NAMES AND POSTAL/ ADDRESS OF THE SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
2. Mr. MHOJA NKWABI KABALO, P.O.BOX 253, KAHAMA-SHINYANGA	510	
3. Ms. JESCA MHOJA NKWABI, P.O.BOX 253, KAHAMA-SHINYANGA	30	J. mhoja
4. Ms. JOYCE MHOJA NKWABI, P.O.BOX 253, KAHAMA-SHINYANGA	30	M.J
5. Ms. JENIFER MHOJA NKWABI, P.O.BOX 253, KAHAMA-SHINYANGA	30	

Dated at Dar es Salaam this 27TH day of APRIL 2019.

Signed Before Me:

Signature:

Name:

Postal Address:

Qualification:



EMMANUEL C MAKUNGU

11934 DAR-ES-SALAAM

ADVOCATE

