

THE COMPANIE ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KACHCHH MINING AND TRADING LIMITED

INCORPORATED THIS _____ DAY OF _____ 2023

DRAWN BY:

CHANDULAL RAVJI SENGHANI (SUBSCRIBER)

P.O. BOX 21934

DAR ES SALAAM

THE COMPANY ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

KACHCHH MINING AND TRADING LIMITED

1. The name of the company is KACHCHH MINING AND TRADING LIMITED
2. The registration of the company shall be situated in Tanzania.
3. The objectives for which the company is established are:
 - a. To carry on business of dealing with mining, exploration, acquire land for such purpose, acquire master dealer licence and other licence for metallic minerals, industrial minerals, precious and semi precious minerals, Gold, colour stones (game stones) Diamond all types of minerals, extraction, smelting, polishing, purification to conduct laboratory test, To carry on business of jewelers, curiosities, coins, bullion
 - b. To lend and advance money or give credit to such persons and on such terms as may be deemed expedient and in particular to customers and others having dealings with the company and to give guarantees or become surely for any such person, invest and deal with money and proceeds of sale or disposal of any properties .To bee custodian of monies and other valuable things
 - c. To do financial consultants , to join with other companies in issue of joint debenture, to secure the performance of any of joint or several obligations of the company and any other such company. To accept stock or share or the debentures , mortgage debentures or other securities in payment or part payment for any services rendered for any sale or debit owing.
 - d. To import sale or hire all types of machinery and equipment for mining and exploration Drilling, Industrial machinery for agriculture and farming.
 - e. To conduct oil exploration, drilling of oil exploration of gas, importation of oil and gas, to deal with lubricant, petrol and diesel deal with Transportation of Cargo, passengers, ferry boat, cargo ships, fishing vessels, do fishing. Air craft, eroplanes, tourism, helicopter.

- f. To deal with electronics of all types, Radio, Internet communication importation of software material, phones security gadgets cameras Television, telecommunication, Courier.
- g. To do electrical games, gambling, sports, wear sports shoes, deal with textiles, import of textile material, manufacturing textiles, spinning mills. Manufacturing cooking oil farming, manufacturing medicines, importing of medicines, purifying water industry, manufacturing soft drinks. bottling water and soft drinks.
- h. To do trading and business transaction for all types of goods, to grant or lease machinery and plants. Carry on entertainment business, hosting events games.
- i. 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. To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that: The word "Company" in the clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.


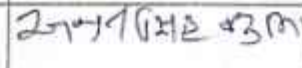

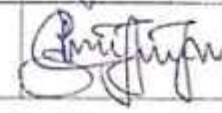
The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in full and ample a manner and construed in as wide as sense as if each of the said paragraph define the objects of the separate and distinct compound. That the meaning of any general word or word in any paragraph of the clause shall not be restricted by being construed juries genesis with any particular word or word in the same paragraph.

AND it is hereby declare that the word "Company" in this clause, except where in reference of this Company, Shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that

each of the objects set forth in any sub clause or by the same of the Company . None of such sub clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub clause.

4. The liability of the members is limited

5. The share capital of the company is Tanzania shillings two million shs (10,000,000shs) divided in to 2,000 share (one thousands) of shillings 5,000/ (Five thousand Tshs) each with power for the company to increase or reduce the said capital and to issue any of its capital original or increased with or without any preference Priority. We the several persons whose and addresses are subscribed, are desirous of being formed 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, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBERS SHARES TAKEN	SIGNATURE OF SUBSCRIBER
CHANDULAL RAVJI SENGHANI P.O BOX 21934 DAR ES SALAAM	205	
AJITSINH JATUBHA JADEJA P.O BOX 21934 DAR-ES -SALAAM	205	
RAJ NILESH CHHEDA P.O BOX 21934 DAR ES SALAAM	340	
MICHAEL CHARLES KISAKA P.O.BOX 21934 DAR ES SALAAM	250	

Dated at DAR ES SALAAM this 07th Day of September 2023

Witness to the above signature:

Name: ANDREW ALEX MAGAI

Signature: 

Postal Address: P.O. BOX 70052 - DSA

Qualification: ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KACHCHH MINING AND TRADING LIMITED

PREMINARY:

1. In these regulation

"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 proven is as modified by any law

Unless the context others wise requires the expression defined in the ACT or any statutory modification thereof in the force at the date at of which these regulations become binding on the company, shall have the meaning so defined.

Any word importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, Partnership ,firm, cooperatives , societies, Etc.

The regulations of the 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 provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulation of the company.

PRIVATE COMPANY

2. The company is private a private company and according

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b)The number of members of the company (exclusive of persons who are in the employment of the company and of persons who have been formerly in the employment of the company were while in such employment to be members of the company) is

limited liability, provided that where or more persons hold one or more shares in the company as a member.

(c) Any invitation in 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 discretion and without assigning any reason thereof refuse to register the transfer of any share to 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 members to transfer their shares shall be restricted as follows;

(a) No share shall be transferred to a person who is not a member so long as any member of 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 sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as this agent for the sale of the said shares to any member or members 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 determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on as determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent 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 days 21 notice the board shall apportion such shares among the shareholders (if more than one)

who shall have expressed their desire to purchase number of shares already held by them respectively, or if these be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

(d) Upon such apportionment being made or such one shareholder notifying his intention to purchase, as 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 shares to the shares to the respective shareholders or to single shareholder who shall have agreed to purchase share same

5. GENERAL MEETING NOTICE OF GENERAL MEETING AND PROCEEDING OF THE GENERAL MEETING.

The regulation of companies ACT shall apply to the following variations.

- (a) A general meeting , Ordinary extra ordinary 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 majority of the directors and of the members of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company to general meeting the Directors shall not be less than two.
- (b) The following persons shall be the first Directors:
 - 1. CHANDULAL RAVJI SENGHANI
 - 2. AJITSINH JATUBHA JADEJA
 - 3. RAJ NILESH CHHEDA

7. The shareholding qualification for Directors may be fixed by the company in general meeting and Unless and until no qualification shall be required.

8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors.

9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effected as if it 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 company purposes of the company which may exceed share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any company's business such sum or some money as they think fit

11. The Directors may secure the repayment of or raise any such 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 issued 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 or in such other way as the Direction may think expedient.

VOTE OF MEMBERS

12. On a show of hands every members 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.

13. 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

14. The office of Director shall be vacated if the Director;

- (a) Becomes bankrupt; or
- (b) Is found to be a lunatic or becomes of unsound mind; or
- (c) Resigns his office by notice in writing to the Company;
- (d) Abstains himself from meeting of the directions for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instruments except by the authority of a resolution of the Board of Directors and in the presence of the 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.

ALTERNATED DIRECTORS

16. 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 act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

17. Unless otherwise decided by Directors the quorum necessary to transact business of the Director shall be two Directors personally present.

SECRETARY

18. 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

19. With the sanction of a special resolution of the shareholders any part of the assets 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 members shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Resolution make alteration or addition so made shall be as


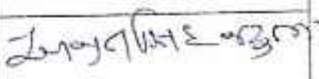

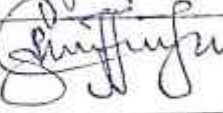
valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, 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 or criminal in which judgment is given in his favor or in which he is acquitted to him by the Court.

ARBITRATION


22. If and whether any dispute of difference shall arise between the company and any of the members of their respective representative touching upon the construction or meaning of any of the articles here in contained or any act matter or thing made or done omitted to be done with regard to the right or liabilities arising here under or arising out of the relation existing between the parties by reason of these articles or the Act. Such different shall (unless a sole arbitrators, one to be appointed by each party and the third to be appointed by each party and the third to be appointed by the first two or in the event of failure to agree within (cap 15) or any than existing statutory modification or reenactment thereof shall apply.

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MICHAEL CHARLES KISAKA P.O.BOX 21934 DAR ES SALAAM	250	

Dated at DAR ES SALAAM this 07th Day of September 2023

Witness to the above signature:

Name: ANDREW ALEX MAGEA

Signature: 

Postal Address: P.O. BOX 70462 DSM

Qualification: ADVOCATE

