

THE COMPANIES ACT
(Cap. 212 of the laws of Tanzania)

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
TGL MINERAL INVESTMENT LIMITED

DRAWN BY:
LIGUO WANG
(SUBSCRIBER)
P. O. BOX 38527
DAR ES SALAAM

THE COMPANIES ACT 2002

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

TGL MINERAL INVESTMENT LIMITED

1. The name of the Company name is TGL MINERAL INVESTMENT LIMITED
2. The registered office of the company will be in Tanzania.
3. The objects for which Company is established are:-
 - 3.1 To engage in metal mining, Processing, metallic mining and processing , import and export trade in gold, iron, graphite, quartzite, copper, mica, lithium, rubite, gem mining and processing.
 - 3.2 Mining machinery and equipment, accessories, cyanide for gold leaching, amalgam, blower, water pump, power generation, supporting equipment and accessories, explosives etc
4. The liability of the membership is limited.
5. The nominal capital of the company is Tanzania shillings: (1,500,000,000/=) only divided into (100) ordinary shares of (15000000/=) each with the power of the company to increase or reduce the said nominal capital and to alter nominal value of the shares and to convert the shares into stock and to issue any part or parts as such preferential deferred qualified or special rights privileges or conditions as the company may determine
We, the several persons whose names addresses and description are subscribed below are desirous of being formed into a company in pursuance of this

Memorandum of Association and we respectively agrees to take the number of shares in the capital of the company set out opposite our respective names.

Names and address of the subscriber	Number of shares taken	Signature
LIGUO WANG LIUHE CITY, JILIN PROVINCE ,CHINA	40	wang Ligao
DU XIAN JUNZHE LIVINGSTONE- KIPATA KARIAKOO	30	Du Junzhe

Dated at Dar es salaam this 20 DAY OF 05 : 2024

Witness to the above signature

Name: ROSEMARY ALPHONCE KIRIGITI

Signature *Ramilly.*

Qualification: ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TGL MINERAL INVESTMENT LIMITED
PRELIMINARY

1. The regulations contained in the table "A" in the schedule to the companies Act (Cap. 212) (such table being hereinafter called "table A" shall apply to the company save in so far as they are excluded or varied hereby.

PRIVATE COMPANY

2. The company shall be a private company and accordingly the following provisions shall have effect:-

(a) The transfer of shares in the company shall be restricted in the manner hereinafter provided.

(b) The company shall not offer any of its shares or debenture to the public for subscription.

(c) The number of the members of the company shall not at any time exceed fifty. Provided where two or more persons hold one or more share jointly in the company they shall for the whole purpose and intent be treated as a single member.

3. The company shall be entitled to treat the [person whose name appears upon shall the register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

4. The company may pay a commission to any person in consideration of his subscribe whether absolutely or conditionally for any shares in the company or for

procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the amount of shares subscribed or agreed to be subscribed or the subscription whereof is procured or agreed to be procured.

SHARES

5. The shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons as the Directors may find it. Shares may be issued at par or at a premium and the Directors may at any time in their absolute discretion refuse to register any transfer of shares. Clause 19 of table "A" shall be modified accordingly.

6. Any member or other person (hereinafter called the holder) desiring to dispose of any share intimate to the secretary the number of such shares and the price at which he is willing to sell the same, and the secretary shall then inform all other members of the proposed sale and offer the said shares to the other members at the price named. Any one month from the date of such offer, of the number of shares which members of member desiring to purchase shall notify the secretary in writing within one month from the date of such offer, of the number of shares which he is willing to purchase and, at the expiration of the number of shares which members of the company are willing to purchase and shall have expressed his or their willingness to purchase as aforesaid and if more than the number of shares notified by him as aforesaid. Upon such allocation being made the holder shall be bound, on payment of the price to transfer the share to the purchaser or purchasers and if he shall make default in so doing, the secretary may receive and give a good discharge for the purchase money on behalf of the holder and may enter the name or the purchases in the register of members as holders by transfer of the shares purchases by him.

CALLS ON SHARES

7. The directors may make a call or calls upon members in respect of any money unpaid on their shares and each member shall, subject to receiving at least fourteen days notice specifying the time or times of payment, pay to the company at the time to time or times so specified the amount called on his shares. A call may be made by installments.

FORFEITURE OF SHARES

8. When any shares have 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 the shares so forfeited have been sold or otherwise disposed of an entry shall be made of the manner and date of the sale or disposal thereof.

9. The lien conferred by clause 7 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 holders.

10. Any entry in the minute book of the company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the company shall be sufficient evidence as against all person 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 to 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 and the said shares shall not 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.

BORROWINGS POWERS

11. The Directors may raise or borrow for the purpose of the company's business such sums of money as they think fit and 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 and future, including its, uncalled or unissued capital or by the issue at such price as they think fit of bonds or debentures, either charge upon the whole or any part of the property and assets of the company, present and future including its uncalled or unissued capital, or not so charge, or in such other way as the Directors may think expedient.

12. A Register of the holders of the debentures of the company shall be kept at the registered office of the company and shall be open to the inspection of registered holders of such debentures and of any member of the company, subject to such restrictions as the company in general meeting may from time to time impose. The

Directors may close such register for such a period or periods as they may think fit. Not exceeding in the aggregate thirty days in each year.

MEETINGS

13. The quorum for the transaction of business at any general meeting shall be two third of the members personally present or represented by proxy, and clause 45 of table "A" shall be modified accordingly.

VOTES OF MEMBERS

14. On a show of hands every member entitled to vote present in person should have one vote for each share of which he is the holder.

DIRECTORS

15. The number of directors shall be not less than two and more than seven as follows:-

LIGUO WANG

DU XIAN JUNZHE

16. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

17. A memorandum in writing signed by all Directors for the time being and pasted in or attached to the minute book shall be as effective for all purpose as a resolution of the Directors passed at a meeting duly convened, held and constituted.

18. The Directors may, in addition to his directorship, be employed by and may hold any office or place of profit or otherwise under the company (except that of audit) on such terms as to remuneration and otherwise at the directors may arrange. A Director of the company may also accept office as a Director of any company promoted by the company or which the company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable for any benefits received by him as a Director or member of such company. A director may act by himself or his firm in a professional capacity for the company and he or his firm shall be entitled to remuneration for his services as if he were not a director.

19. The Director intending director shall not be disqualified by his office from entering into a contract or agreement with company either as vendor, purchaser, manager agent broker or otherwise and no such contract or arrangement entered

into by or on behalf of the company with any person firm or company in which any director holding such office or so contracting or being so interested be liable to account to the company for any profit holding the officer of director or the fiduciary relation thereby established. Any director so contracting or being so interested as aforesaid shall disclose at the board meeting at which the contract or arrangement is determined upon the nature of his interest then exists, or in any other case at the first board meeting after acquisition of his interest and a director shall not as a director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall by not be counted but this prohibition shall not apply to any contract by or on behalf of the company to give to the directors or any of them any security by way of indemnity or advances or to a settlement or set-off of cross-claims. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any transaction with the said firm or company shall be sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm company as aforesaid.

ALTERNATE DIRECTORS

20. The Director may nominate a person who shall be unanimously approved by other Directors to act as alternated Director in his place during his absence or inability to act as alternate Director in his place during his absence or inability to act as such Director and alternate Director shall not require any share qualification, but shall be subject in all other respects to company, and such alternate Director when acting shall directors of the company, and such alternate director when acting shall exercise and discharge all the duties and functions of the Director being unable to act during the absence or inability to act of the director whom he represents he may with the like approval appoint another person to act in his place.

DISQUALIFICATION OF DIRECTORS

21. The office of Directors shall be vacated:-

- (a) If he becomes bankrupt or insolvent or compounds with his creditors
- (b) If he becomes of unsound mind or be found lunatic
- (c) If he gives the secretary notice in writing that he resigns his office.
- (d) If the company by extraordinary resolves to determine his appointment as Director.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be paid unless prior to the doing of such act, written notice

shall have been served upon the director minute book stating that such Director has ceased to be Director of the company.

MANAGING DIRECTOR

22. The Director may from time to time entrust to or confer upon the Managing Director or manager all or any of the powers of the Directors (excepting the power to make calls, forfeit shares or issue debentures) that they may think 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.

CAPITALIZATION OF RESERVES

23. Any general meeting may resolve that any money, investments, or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund, or any capital redemption reserve founder in hands of the company and available for distribution be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same if distributed by way of divided and in the same proportions on the footing that they become entitled thereto as capital and that all or nay part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide any un issued shares or debentures or debenture stock of the company which shall be distributed according or in or towards payment of the uncalled liability on any issued shares or debenture or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in said capitalized sum.

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