

THE COMPANIES ACT (CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

6LA LIMITED

1. The name of the Company is **6LA LIMITED**
2. The registered office of the Company will be situated in Tanzania Mainland.
3. The objects for which the Company is established are:
 - (a) To purchase, hold, acquire mines, mining lease, licenses, rights, claims and metalliferous lands, real estate, and to explore, search, work, exercise, develop, treat, refine and to turn to account ores, all sorts of minerals, working deposits, sub soil minerals and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, manufacture and prepare for market, ore, metal and mineral substances of all kinds, and to carry on metallurgical operations in all its branches.
 - (b) To carry on the business of buying and selling 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 of gold, diamonds, any interests in the same, respectively, and to carry on the business of refining, cutting, polishing or selling of minerals, precious stones, gold, diamonds and industrial minerals at any state of ore, rough, precious and semiprecious stones.
 - (c) To carry on the business of exporting minerals and gemstones of any kind whatsoever obtained in various sites in the United Republic of Tanzania.

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- (d) To do all such other things that are incidental or the Company may think conducive to the attainment of the above object or any other object for which the Company may in time thinks fit.

AND it is hereby declared that in the interpretation of this clause the powers conferred upon the Company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the Company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressed provided, but so that the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world, and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the Company.

4. The liability of members is **limited**.
5. The authorized share capital of the Company is Tanzanian shillings one hundred million only (**TZS. 100,000,000/=**), divided into ten thousand (**10,000**) ordinary shares of Tanzania shillings ten thousand (**TZS. 10,000/=**) each. The company shall have power to attach thereto any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

We the several persons whose names and addresses 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.

S/N	Names and Addresses	Occupation	Shares	Signatures
1.	SATORU MATSUMOTO 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	松本 悟
2.	TOSHIYUKI SEKIMOTO 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	関本 敏之
3.	TOSHIKI KOMATSU 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	小松 俊樹

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4.	MASARU MIURA 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	
5.	TAKUEI TERAQ 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	
6.	HIROYUKI ONO 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	

Dated at Dar es Salaam this 29th day of June the year of 2021.

Witness to the above signatures:

Signature: 



Name: Angetile Mwakilembe
Address: P.O. Box 10083 Dar es Salaam
Qualification: ADVOCATE / NOTARY PUBLIC

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THE COMPANIES ACT [CAP. 212]

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

6LA LIMITED

PRELIMINARY

1 The regulations contained in Table A in the first schedule to the Companies Act Cap. 212 shall not apply to the Articles of this Company save as the same are hereby repeated or contained.

2 In these regulations, the words standing in the first column shall bear the meanings set opposite them respectively in the second column thereof in so far as the same are not inconsistent with the subject or content:

Articles	-	means the Articles of Association of the Company
Auditors	-	means the auditors of the Company from time to time appointed;
Company	-	means 6LA LIMITED
Directors	-	means the Directors for the time being of the Company acting as a Board in proper meetings duly called and constituted.
Persons	-	shall include Corporations
Proxy	-	shall include an attorney duly appointed under a power of Attorney.

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- The Act** - means the Companies Act (Cap. 212) of the laws of Tanzania or any replacement or amendment thereof.
- The Office** - means the registered office of the Company.
- The Secretary** - means any person appointed to perform the duties of the Secretary of the company.
- Writing** - shall include printing, lithography, electronic and any other mode of representing or reproducing words in visible form including facsimile messages, email messages, telegrams and radiograms.

Words importing the singular shall mean plural and vice versa

Words importing the masculine gender shall include the feminine gender and words importing persons shall include body corporates, partnerships, firms, co-operative societies etc.

Except as aforesaid, any words or expressions contained in these regulations, except where the subject or context forbids, shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the regulations become binding on the company.

PRIVATE COMPANY

3 The Company is a Private Company and accordingly:

- 3.1 The right to transfer shares is restricted in the manner hereinafter prescribed;
- 3.2 The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company where, while in such employment of the Company, and have continued, after the termination of such employment, to be members of the Company) is limited to fifty;

Provided that where two or more persons hold one or more shares in the

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Company jointly, they shall for the purpose of these Regulations be treated as a single member;

- 3.3 The company shall not have power to issue share warrants to bearers;
- 3.4 Any invitation to the public to subscribe for any shares or debenture of the Company is prohibited.

SHARE CAPITAL

- 4 The authorized share capital of the Company is Tanzania shillings one hundred million only **(TZS. 100,000,000/=)** divided into ten thousand **(10,000)** ordinary shares of Tanzania shillings ten thousand **(TZS 10,000/=)** each.
- 5 The Shares are nominative, of one sole series, indivisible and of the same face value each, numbered consecutively, and grant all of them the same economic rights and obligations.
- 6 The Shares may be represented by means of title thereto or certificates attesting ownership title to one, several or all of the Shares owned by each shareholder as such shareholder may request.
- 7 In the event of loss, theft or destruction of a title or certificate, at the request of the corresponding shareholder, the Company shall replace it and deliver a duplicate to the owner registered in the Book Registry of Shares, where it shall be stated its nature of duplicate and that will void the share or certificate replaced.
- 8 Both the titles to the Shares and the certificates shall contain the following information:
- 8.1 The Company's name and registered address;
- 8.2 Number of the share or of the certificate and, in the latter case, numbering and amount of the Shares represented thereby;

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131 Whenever such a resolution as aforesaid shall have been passed, the Directors shall make appropriations and applications of the undivided profits resolved to be capitalized, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required by such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions. The Directors may authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of the respective proportions of the profits resolved to be capitalized, or the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members subject to the provision of these articles or any special agreement.

AUDIT

132 Auditors shall be appointed and their duties regulated in accordance with Section 170 of the Act.

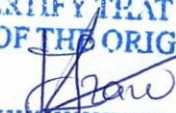
NOTICE

133 The company may give a notice to any member either personally or by sending it by courier, telex, telegram, cable or electronic mail to be confirmed later in writing to him or to his registered address supplied by that member to the Company. Where a notice is sent by courier, service of the notice shall be deemed to be effected by properly addressing, prepaying and issuing the notice to a reputable courier company, and unless the contrary is proved, to have been effected, in the case of a notice of meeting, at the expiration of 48 hours after the notice containing the same was issued, and in any other case at the time at which the notice would be delivered in the ordinary course of events.

134 The company may give a notice to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the shares.

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135 A notice, may be given by the company, to the persons entitled to a share in consequence of the death or bankruptcy of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, supplied for the purpose by the persons claiming to be so entitled, or until such address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

136 Notice of every general meeting shall be given in any manner hereinbefore authorized to the following only:

136.1 Every member;


136.2 Every person upon whom the ownership of a share devolves by a reason of his being a legal personal representative or a trustee in bankruptcy of a member but for his death or bankruptcy would be entitled to receive notice of the meeting.

WINDING UP

137 If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may for such purpose, set such value as he deems fair upon any property to be dividend as aforesaid and determine how such divisions shall be carried out 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 trust for the benefit of the contributions as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or enter securities whereon there is any liability.

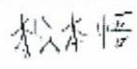
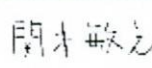
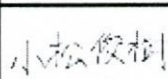
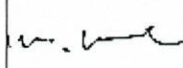

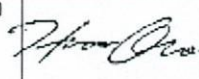
INDEMNITY

138 Every Director or other officer of the company, acting in good faith, shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of the

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duties of his office or otherwise in relation thereto, including any liability incurred by him in which judgment is given in his favour or in which he is acquitted or in connection with any application under provisions of the Act, in which relief is granted to him by the court. 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. But these Articles shall only have effect in so far as its provisions are not avoided by provisions of the Act.

S/N	Names and Addresses	Occupation	Shares	Signatures
1.	SATORU MATSUMOTO 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	
2.	TOSHIYUKI SEKIMOTO 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	
3.	TOSHIKI KOMATSU 2-1-3 SHINKAWA CHUO TOKYO 104-0033 JAPAN	Businessman	1250	
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Dated at Dar es Salaam this 29th day of June the year of 2021.

Witness to the above signatures:

Signature:  

Name: Angetile Mwakilembe

Address: P.O. Box 10083 Dar es Salaam

Qualification: ADVOCATE / NOTARY PUBLIC

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