

THE COMPANIES ACT, 2002 (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PLX GEO COMPANY LIMITED

Incorporated this _____ day of _____ 2025

DRAWN BY:

ELDAR ABDAMBAYEV (SUBSCRIBER)

REPUBLIC OF KAZAKHSTAN,
ABAI REGION, SEMEY CITY,
POSKAKOVA STREET 94-128.

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
PLX GEO COMPANY LIMITED

1. The name of the company is **“PLX GEO COMPANY LIMITED”**
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
 - i. To identify, evaluate, and map mineral deposits and geological formations.
 - ii. To conduct geophysical and geochemical surveys for resource assessment.
 - iii. To conduct activities of geological mapping and creating geological models, mineral exploration and resource assessment, studying and mitigating geological hazards, and providing geoscience information and expertise to various stakeholders.
 - iv. To conduct activities in the field of geological exploration, including but not limited to: Carrying on a set of structural-geological, geophysical and geochemical studies using mine workings and borehole; Topographic and geodetic works; Drilling works; Transportation of core and geological samples; Geological exploration studies; Geophysical studies; Geochemical studies; Hydrogeological studies; Engineering and geological studies; Analytical and mineralogical and technological studies; Geological and economic studies; Pilot industrial works on the development of deposits.
 - v. To conduct business in locating potential mineral deposits, including metallic ores, industrial minerals, and energy resources like coal and uranium.

- vi. To evaluate the size, quality, and economic viability of mineral deposits, providing valuable information for resource management and development.
- vii. To conduct Geological surveys, investigate areas susceptible to natural disasters like earthquakes, landslides, volcanic eruptions, and flooding.
- viii. To assess risks associated with these hazards and provide information for developing mitigation plans and building codes,
- ix. To conduct Geological surveys and be a key source of geological data for governments, researchers, industry, and the public.
- x. To engage in public outreach and education to raise awareness about geological hazards, natural resources, and the importance of geoscience.
- xi. To invest in mineral research, innovation, and technology development.
- xii. To collaborate with universities and geological institutions on sustainable mining methods.
- xiii. To promote responsible mining practices that minimize environmental impact.
- xiv. To rehabilitate mined land and ensure ecological sustainability.
- xv. To provide expert geological consulting, exploration strategies, and resource evaluation.
- xvi. To offer training, workshops, and capacity-building services for industry professionals.
- xvii. To carry out drilling programs and core sampling for mineral analysis.
To build and maintain the infrastructure necessary for exploration and mining.
- xviii. To operate laboratories and testing centers for geological analysis.
- xix. To Purchase, own and lease, machines, and deal in all kinds of Mechanical Handling equipment, particularly, mining machines, drilling

machines, excavators, bulldozers, shovels, crushing equipment, loaders, motor graders, trucks, drilling rigs and other related machines.


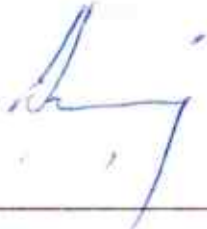


- xx. Support activities for other mining, gold mining and quarrying.
- xxi. To provide assistance, advisory services and consultancy with regard to business planning, business analysis, business management, and business organization in regards to starting new gold mining businesses in Tanzania, by introducing foreign investors and facilitating investments into the country.
- xxii. To provide services of mortgage financing by disbursing loans and facilities needed for purchasing houses, apartments, office buildings and any kind of business related to mortgage financing.
- xxiii. To establish, operate a business of buying and selling securities, offering and selling securities, brokerage, intermediary, agent, or representative for the buying and selling of securities; brokerage, intermediary, agent, or representative to commission the sales of securities in a domestic exchange market or a foreign stock exchange market.
- xxiv. To carry on all or any business of trade of any kind of goods within or outside of Tanzania.
- xxv. To provide services to interested companies, organizations, and private persons in Tanzania and in other countries in the sphere of project development for the benefit of the company and third parties.
- xxvi. To enter into partnership or any other arrangement for sharing profits, union or interest, co-operation reciprocal concerns in or otherwise with any person or persons, firm or firms or Company or corporation carrying on, or engaged in, or about to carry on or engage in any business or transaction which may seem to the Company capable of being conveniently carried on in connection with the above, calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and/or whereby the Company would be benefited.

- xxvii. To enter into an arrangement with any government authorities (supreme, municipal, local or otherwise) or any of them and to obtain from any government authority, corporation, Company or persons any charters, contracts, decrees, rights, privileges and concessions.
- xxviii. To subscribe for, take, purchase or otherwise, acquire and hold shares or other interests in, or securities of any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- xxix. Other service activities permitted within or outside of Tanzania.

AND it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far, as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the name of the Company.


- 4. The liability of the members is limited to the proportion of their respective subscribed shares.
- 5. The authorized share capital of the company at the date of registration of this Memorandum of Association is Tanzanian Shillings **20,000,000/=** divided into **100** shares of Tanzania Shillings **200,000/=** each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except by the rules prescribed by this Memorandum and the Articles of Association registered herewith.

We, the several persons whose names, addresses and descriptions are subscribed hereunder, 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.

Names, addresses and Description of Subscribers	No. of Shares taken by each Shareholder	Signature of subscribers
ELDAR ABDAMBAYEV REPUBLIC OF KAZAKHSTAN, ABAI REGION, SEMEY CITY, POSMAKOVA STREET 94-128.	30	
RUSTAMBEK KULZHAMBEKOV REPUBLIC OF KAZAKHSTAN, ABAI REGION, SEMEY CITY, GAGARIN STREET 162-3	30	
SERIK RAIPOV REPUBLIC OF KAZAKHSTAN, ASTANA CITY, DOSTYK STREET 13-30	30	
DMITRII BALYKOV 187323 RUSSIA, LENINGRAD REGION, KIROVSK DISTRICT, PAVLOVO VILLAGE, LESNAYA STREET, H.1-A FLAT	10	

Dated this 7th day of AUGUST 2025

WITNESS to the above Signatures:

Signature: 

Name: BENARD CHARLES NKWABI

Postal Address: P.O. BOX 7297 DSM

Qualification: COMMISSIONER FOR OATHS



COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PLX GEO COMPANY LIMITED
PRELIMINARY

1. In these regulations:

“The Act” means the Companies Act, 2002, No.12 of the Laws of Tanzania.

“The article” means the articles of the Company

“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect.

“The holder” relation to shares means the member whose name is entered in the register of members as the holder of the shares.

“The seal” means the common. Seal of the company

“Secretary” means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

When any of the provisions of the Act is referred to in that provision as modified by any law for the time being in force, unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in 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 persons shall include bodies, corporate, partnership, firms, cooperative Societies, etc.

The regulations of Table “**A**” in the First Schedule to the Companies Act, (hereinafter called Table “A” shall 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 of Table "A" the former shall prevail, and in addition to substitution of the provisions of Table "A" the following shall be regulations of the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly:
 - a) The right to the transfer of shares is restricted in the 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 having being formerly in the employment and have continued after the determination of such employment to be members of the company) is limited to ten provided that where two or more, shares in the company are jointly held they shall for the purpose of this regulation be treated 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 the power to issue shares, warrants to bearers.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reasons thereof refuse to register the transfer of any share to any person if in their opinion is undesirable for any reason whatsoever to admit to membership.
4. Subject to Clauses 2 and 3 hereof the right of 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 there is a member or any person selected by the Directors as one who is desirable in buying the shares. The Board of Directors shall confirm all share transfers.

- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of any deceased shareholder shall give notice in transfer. Such notice shall constitute the price sent to the Board of Directors or any member or members of the company at a price to be agreed upon between the party giving such notice 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 or 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 share stating the number and the 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 such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively or if there be only one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice. Upon such apportionment being made or such on shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer the shares of the respective shareholders or the single shareholder who shall have agreed to purchase the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING

- 5. Article 42 to 53 of Table "A" shall apply subject to the following variations:
 - (d) A general meeting, ordinary or extraordinary meeting may with the consent in writing of all members be convened on a shorter notice than seven days or without notice.
 - (e) Two members, present either personally or by proxy shall form a quorum.

- (f) Any ordinary resolution of the Company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members of the Company holding three-fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

DIRECTORS

6. Until otherwise determine by the Company in general meeting the Directors shall not be less than two and not more than ten in number.
- a) The following persons shall be the first Directors to the Company:
1. **ELDAR ABDAMBAYEV**
 2. **NANCY MICHAEL MUSHI**
7. The shareholding qualifications for directors may be fixed by the Company in a 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 by passing a resolution.
9. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted unless obtained by forgery and fraud.
10. The directors may from time to time borrow or raise money for the purpose of the Company which may exceed the issued share capital of the Company by passing a special resolution signed by all three directors

BORROWING POWERS

11. The Directors in concurrence with the shareholders, may raise or borrow for the purpose of the Company's business any sum or sums of moneys as they think fit and they 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 may think fit, or bonds or debentures, either charge upon the whole or any part of the property and assets for the Company, or not charge, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved in writing by the other Directors, to act as an alternate director in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the directors of the Company, and such Alternate Director when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of any Alternate director being unable to act during the absence or inability to act, the Directors shall appoint a duly qualified person to act in his place.

SECRETARY

13. The secretary shall be appointed by the Board of Directors for such terms at such remuneration and upon such conditions as it may think fit, and the secretary so appointed may be removed by the said Board.

WINDING UP

14. With the sanction of the 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 specie or may be vested in Trustee 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 share where upon there is any liability.

INDEMNITY

15. Every director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified 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 or is in connection with any applications (under section 481 of the Act in which relief is granted to him by the court.)

ALTERATIONS OR ADDITIONS

16. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company (shareholders) may by special Resolution make alterations or additions to the Articles of Association and any such alterations or additions so made shall be as valid and effectual as if originally contained in these Articles and subject in like manner to alteration or additions so made shall be as valid and effectual as if originally contained in these Articles and subject in like manner to alteration by Special resolution.

CAPITALIZATION OF PROFITS

17. The Company (shareholders) in general meeting may upon the unanimous recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit or loss the company's reserve accounts or to the credit of the profit or loss account or otherwise available for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares by such members respectively, or paying up in full unissued shares or debentures of the Company to be allotted, distributed and credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way or partly in the other, and the Directors shall give effect to such resolution.

We, the persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Article of Association, and we respectively agree to take the number of shares in the capital of the Company opposite our respective names.

Names, addresses and Description of Subscribers	No. of Shares taken by each Shareholder	Signature of subscribers
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Dated this 7th day of AUGUST 2025

WITNESS to the above Signatures:

Signature: Bwabi
 Name: BENARD CHARLES NKWABI
 Postal Address: P.O. Box 7297 DS
 Qualification: COMMISSIONER FOR OATHS

