

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION


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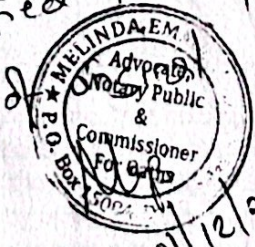
MINOPEX MINING SOLUTIONS TANZANIA LIMITED

(Incorporated on the ..... day of .....2020)

**Drawn By:**

Evarist Kameja (Promoter)  
Bowmans Tanzania Limited  
2<sup>nd</sup> Floor, The Luminary  
Cnr Halle Selassie And Chole Roads, Masaki  
P.O.Box 78552  
Dar Es Salaam  
Tanzania

  
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**Godfrey Martin Silayo**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 14/11/2024

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01/12/2020

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MINOPEX MINING SOLUTIONS TANZANIA LIMITED



TABLE A EXCLUDED

1. The regulations in Table A in the First Schedule to the Act shall not apply to the Company, except so far as the same are expressly repeated or contained in these Articles.

INTERPRETATION

2. In these Articles:
  - 2.1 Unless the subject or context otherwise requires, the words in the first column of the table below shall bear the meanings set opposite to them in the second column:

WORDS	MEANINGS
Act	the Companies Act (Act No. 12 of 2002, Laws of Tanzania) and every statutory modification and re-enactment thereof for the time being in force.
Articles	these Articles of Association as originally framed or as altered from time to time by Special Resolution.
Directors	the directors for the time being of the Company.
Ordinary Resolution	means a shareholder's resolution passed with the support of more than 50% (fifty percent) of the voting rights exercised on that resolutions, whether at a general meeting or by way of written resolution.
Registered Office	the registered office for the time being of the Company.
Share	means an issued share in the Company.
Special Resolution	means a resolution passed by a majority together holding not less than 75% in nominal value of the issued shares of the Company, of such members being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of which notice specifying the intention to propose

  
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## SHARE CAPITAL

4. The initial authorised share capital of the Company is Tanzanian shillings (TZS) Twenty Million (20,000,000) divided into 20,000,000 ordinary shares of TZS 1 each.
5. The Directors may allot, issue and grant options over, any relevant securities of the Company, including Shares, to such persons and generally on such terms and conditions as the Directors think proper, subject to:
  - 5.1 the number of shares to be issued is within the authorised share capital, as set out in article 4, or as subsequently increased by Special Resolution;
  - 5.2 an Ordinary Resolution being passed authorising such action; and
  - 5.3 any mandatory requirements of the Act as applicable.
6. The Company may from time to time by Special Resolution:
  - 6.1 increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as may be so resolved; or
  - 6.2 reduce its share capital or any capital redemption reserve or share premium account in any manner authorised and subject to any conditions prescribed by the Act; or
  - 6.3 repurchase or redeem Shares, subject to the provisions of section 61 of the Act and provided that such Shares are issued upon the terms that they are or, at the option of the Company, are liable to be, redeemed on such terms and in such manner as the Company may have by Ordinary resolution determined before issue; or
  - 6.4 make a payment in respect of any such redemption or purchase of any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.

  
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such death, insanity, revocation or transfer shall have been received by the Company before the commencement of the meeting or adjourned meeting or the taking of the poll at which the instrument of proxy is used.

64. A vote by a representative of a member who has been notified as an authorised representative to the Directors by the member appointing him shall be valid notwithstanding the revocation of the authority from the member or the transfer of the Share in respect of which the authority was given, if no intimation in writing of such revocation or transfer shall have been received by the Company before the commencement of the meeting or adjourned meeting at which the representative votes.
65. Subject to the provisions of the Act, a resolution in writing signed by all the members (or their authorised representatives) for the time being entitled to receive notice of, attend and vote at general meetings, shall be as valid and effective as if the same had been passed at a general meeting duly convened and held. Such written resolution may consist of several instruments in the like form each executed by or on behalf of one or more members. For the avoidance of doubt, resolutions passed as a written resolution whether Special Resolutions or Ordinary Resolutions, require the same percentage of votes cast on them as they would at a general meeting.

#### DIRECTORS

66. The number of the Directors shall not be less than two and not more than five. The names of the first directors are:
  1. James Andrew Hart Smith;
  2. Pieter Gerhardus Otto; and
  3. Avigdhor Aba Fainzilber
67. The Company may from time to time by Ordinary Resolution impose, increase or reduce a maximum number of Directors, provided that the minimum number of Directors is never less than the minimum number set out in article 66.
68. Shareholders shall be entitled shall be entitled to appoint any number of Directors up to the maximum number allowed under these Articles and any agreement between Members from time to time. Appointment of Directors shall be notified by written notice to the Company and the other shareholder/s.
69. The Directors shall have power from time to time and at any time to appoint any person who is willing to be a Director to fill a vacancy if the number of the Directors falls below two.
70. The office of a Director shall be vacated:

20

  
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the resolution as a special resolution has been duly given.

**Secretary** the secretary of the Company from time to time.

**Tanzania** the Mainland of the United Republic of Tanzania.

2.2 Unless expressly provided to the contrary or inconsistent with the context:

2.2.1 words importing any one gender shall include the other two genders;

2.2.2 the singular shall include the plural and vice versa;

2.2.3 any reference to a **section** shall mean a reference to a section in the Act;

2.2.4 any reference to an **article** is a reference to an article in these Articles; and

2.2.5 any word or expression that is defined in the Act and is not defined in 2.1 shall bear that statutory meaning in these Articles.

2.3 The headings have been inserted for convenience only and shall not be used for or assist or affect the interpretation of these Articles.

2.4 The words **shareholder** and **member** both mean the registered holder of a Share/s from time to time, and they will be used interchangeably.

#### PRIVATE COMPANY

3. The Company is a private company and accordingly:

3.1 no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the those shares or debentures being offered for sale to the public;

3.2 the transferability of the Shares is limited in the manner provided in these Articles; and the number of members of the company shall be limited to 50 (fifty), not including persons who are in the employment of the company and persons who, having been formerly in the employment of the company, were while in that employment, and have continued after the determination of that employment to be, members of the Company. Where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of these Articles, be treated as a single member.

3.3 The company shall not have power to issue share warrants to bearer.

  
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WE, the undersigned whose names and addresses are subscribed, are desirous of forming 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 and postal address of subscribers	Number of shares taken by each subscriber	Signature of subscribers
1. Dra Minopex Holdings Pty Ltd Level 8 256 Adelaide Terrace Perth Australia	16,000,000 shares	Signature: Name: ANDREW NANCE Title: Director  Signature: Name: ADAM BUCKLEY Title: Director/Company Secretary
2. Avigdhor Aba Fainzilber Plot number 1888 Bongoyo road Oysterbay Kinondoni district Dar es Salaam Tanzania	4,000,000 shares	Signature:
<b>Total number of shares taken:</b>	<b>20,000,000 shares</b>	

Dated this 23 day of October 2020

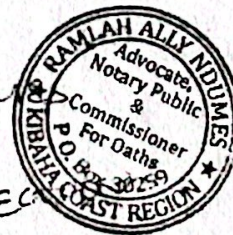
WITNESS to the above signatures:

Signature:

Names in Full: RAMLAH ALLY NDUMU

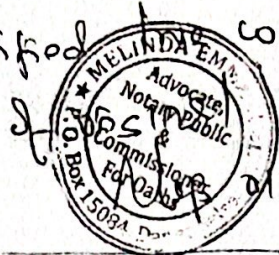
Address: P.O. BOX 30259  
KIBATA, COAST REGION

Qualification: Notary Public/Commissioner for Oaths



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12/2020



Names and postal address of subscribers	Number of shares taken by each subscriber	Signature of subscriber
1. Dra Minopex Holdings Pty Ltd  Level 8 256 Adelaide Terrace Perth Australia	16,000,000 shares	Signature: Name: ANDREW NADE Title: Director  Signature: Name: ADAM BUCKLER Title: Director/Company Secretary
2. Avigdhor Aba Falnzliber  Plot number 1888 Bangoyo road Oysterbay Kinondoni district Dar es Salaam Tanzania	4,000,000 shares	Signature:
<b>Total number of shares taken:</b>	20,000,000 shares	

Dated this 23 day of October, 2020

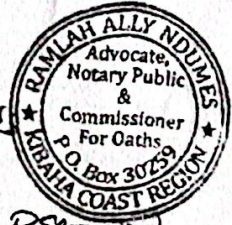
WITNESS to the above signatures:

Signature:

Names in Full: RAMLAH ALLY NDIMES

Address: P.O. BOX 30259  
KIBAHIA COAST REGION

Qualification: Notary Public/Commissioner for Oaths



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