

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

KENZ GOLD LIMITED

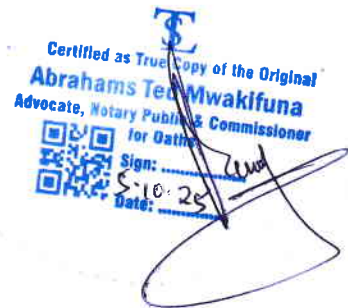
Incorporated this

day of

2024

Drawn by:

Mohammed Saleem Qureshi
(Subscriber)
Sea view complex apartment
7th floor flat number - 9
Kimara street plot no 2054/5
Sea view kivokoni
Dar Es Salaam



**THE COMPANIES ACT
(ACT NO. 12 OF 2002)**

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KENZ GOLD LIMITED

1. The name of the Company is **KENZ GOLD LIMITED**.
2. The registered office of the Company is situated in Tanzania.
3. The objects for which the Company is established are: -
 - (a) To carry on the businesses of an Mining and Gold Processing company, to raise money on such terms and conditions as may be thought desirable, and invest the amount thereof in or upon or otherwise acquire and hold shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any public or private company, corporation or undertaking of whatever nature, wherever situated or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations and other securities of Tanzania or any foreign government or authority supreme, municipal, local or otherwise whether at home or abroad.
 - (b) To acquire any such securities or investments as aforesaid by original subscription, tender, syndicate, participation, purchase, exchange, or otherwise, and whether or not fully paid up, and to make payments thereon as called up, or in advance of calls, or otherwise to acquire any such securities or investments in excess of the monies for the time being proposed to be invested and to hold, sell or otherwise dispose of any excess thereof, to subscribe for the same either conditionally or otherwise, and generally to sell, exchange or otherwise, to dispose of, or turn to account any of the assets of the Company or any securities or investments of the Company acquired, or agreed so to be, and to sell, hold, re-issue, with or without guarantee or otherwise deal with same and to subscribe for, take, purchase or otherwise acquire and hold shares or other interests, in, or securities of the Company, and to invest in or to acquire by repurchase or otherwise any securities or investments of the kind before enumerated and to vary the securities and investments of the Company from time to time.

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Abrahams Tem Mwakifuna
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: 2.10.2025

- (c) To Gold explore, survey, prospect, search for, develop, turn to account, work, refine and deal in minerals, ores, stones, and other natural resources of all kinds, to drill for, extract, gain, pump, analyse, refine, treat, store, transport, buy, sell, and otherwise deal in the same or any of them and any gold products or substances produced or derived therefrom.
- (d) To borrow or raise money or secure the payment of money in such manner and upon such terms and conditions in all respects as the Directors shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, or lien upon the whole or any part of the Company's undertaking property or assets, including its uncalled capital.
- (e) To purchase, take on lease or in exchange or acquire by permit, reservation, licence, concession, grant or otherwise any mines, deposits, mineral rights, exploration rights, development rights, franchises, easements and privileges which the Company may from time to time think desirable for its business.
- (f) To mine, quarry, search for, get, win, work, dress, shape, mould, hew, polish, crush, refine, smelt, screen, prepare for market, buy, sell, deal in or use all minerals, ores, stones, and all other natural resources and all derivatives therefrom of all kinds and to sell and distribute the same as retailers, wholesalers, agents, exporters, importers, joint venturers, transporters and carriers and to employ and pay mining exploration and development experts, agents and other persons, partnerships, companies or corporations and to organise equipment, despatch expeditions for prospecting, exploring, reporting, surveying, working and developing all such products, lands, farms, districts, territories and properties whether the same are the property of the Company or over which the Company has rights or otherwise.
- (g) To act as miners, quarrymasters, smelterers, producers, purchasers, sellers and marketers of all substances, products and derivatives of all kinds, refiners, distillers, transporters, owners and operators of mines, exploratory interests, gold and gold production units and supply bases and generally to carry on any businesses which may conveniently be carried on in connection therewith.
- (h) To acquire by purchase, lease, exchange or otherwise lands, buildings, and hereditaments of any tenure or description for any estate or interest and any rights over or connected therewith and to turn the same to account as may seem expedient and in particular by planting, building, improving, farming, grazing and felling timber and by leasing, letting and disposing of same.
- (i) To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for any of the purposes aforesaid or for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

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Abrahams Ted Kwakifuna
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: _____
 Date: 5.10.25

- (j) To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
- (k) To improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, sell, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (l) To amalgamate with any other Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (m) To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (n) To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (o) To establish and maintain to procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or which is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company, as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (p) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.



- (q) To lend money to such persons or companies either with or without security and upon such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any persons or companies.
- (r) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by any such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 155 of the Companies Act 1963, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or Indemnity or other arrangement or transaction contemplated herein and to give all kinds of guarantees and all kinds of indemnities.
- (s) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (t) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.
- (u) To undertake and execute any trusts, the undertaking whereof may seem desirable, whether either gratuitously or otherwise.
- (v) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (w) To obtain any provisional Order or Act of the Oireachtas for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (x) To procure the Company to be registered or recognised in any country or place.
- (y) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful Federation, Union or

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Abrahams Ted Mwakifuna
 Advocate, Notary Public & Commissioner
 Sign: _____
 Date: 4.10.20

Association, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes.

- (z) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (aa) To distribute any of the property of the Company in specie among the members.
- (ab) To do all such other things as the Company may think incidental or conducive to the attainment of the above objects or any of them.
- (ac) To enter into any compromise or arrangement of whatever nature pursuant to Section 201 of the Companies Act 1963-2003 (or any amendment thereto) and to do all and any acts necessary or desirable to implement or give effect to such scheme or which way be incidental thereto or consequential thereon, and without prejudice to the generality of the foregoing, to sell, dispose or otherwise transfer in any manner whatsoever the undertaking of the Company or any part thereof pursuant to or as a part of any such compromise or arrangement.

It is hereby declared that the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph.

- (a) To establish, erect, run, own, manage and operate and carry on the business of gold mining, drilling, manufacturing, mineral processing, processing gold, refining gold, trading gold, underground mining, surface mining, mining equipment import export, chemical import export, chemical sales, chemical storage.

- (b) To purchase/import raw materials, machinery, equipment's and allied items required in connection thereto in any manner the company may think fit;
- (c) To purchase, take on lease or in exchange, hire, apply for or otherwise acquire and hold for any interest, any rights, privileges, lands, building, easements, trademarks, patents, patent rights, copyrights, licenses, machinery, plants, stock-in-trade and any movable and immovable property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any property, rights and information so acquired, subject to any permission required under the law.
- (d) To own, establish or have and maintain shops, branches and agencies all over United Republic of Tanzania or elsewhere of the products of the company.
- (e) To acquire by concession, grant, purchase, barter, licence either absolutely or conditionally and either solely or jointly with others any lands, buildings, machinery, plants, equipment's, privileges, rights, licenses, trademarks, patents, and other movable and immovable property of any description which the Company may deem necessary or which may seem to the Company capable of being turned to account, subject to any permission as required under the law.
- (f) To enter into arrangements with the government or authority (supreme, municipal, local or otherwise) or any corporation, company, or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, rights, privileges and commission which the Company may think desirable and to carry on exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (g) To act as representatives, for any person, firm or company and to undertake and perform sub-contracts, and also act in the business of the Company through or by means of agents, sub-contractors and to do all or any of the things mentioned herein in any part of the world and either alone or in collaboration with others and by or through agents, sub-contractors or otherwise.
- (h) To carry out joint venture agreements with other companies *or countries within the scope of the objects of the company.*
- (i) To carry on the business as manufacturers, mining and dealers in Gold, Gold Ore, Gold Processed Ore, Raw Stones, Crushed Stones, Stone Powder, Raw Gold Bearing Rocks, Solid Stones, Stone and allied products and by products and to establish construct, acquire, run, operate on any factory for Processing Gold Ore.

- (j) To carry on the business of dealing and exporting all types of minerals, raw gold and purified gold from Tanzania and any other business connected therewith.
- (k) To acquire and discount hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and generally to carry on business and to act as financiers, traders, commission agents or in any other capacity in any part of the world, and to import, export, buy, sell, barter, exchange, pledge, make, advance upon or otherwise deal in goods, produce articles and merchandise.
- (l) To carry on business as Processor, Manufacturer, importers, exporters, general merchants, and to buy, sell, manufacture and deal in Gold, store, merchandise and trade of every kind of Gold related and description both wholesale and retail and to act as manufacturer, brokers, traders and commission agents, wholesalers, retailers, packers, and re-packers in respect of manufacturing, or
- (m) To acquire by purchase, lease, exchange, hire or otherwise land and property of any tenure or interest in the same as trustee for its members and to erect and construct thereon any residential units, business premises and other accommodation and to sell, let, lease, mortgage or otherwise dispose of the same and likewise to acquire any residential houses, flats, maisonettes, office premises, farms and sell, let, lease, mortgage or otherwise dispose of the same.
- (n) To carry on any other business by wholesale or retail and whether manufacturing or otherwise as may be conveniently be carried on with the above business.
- (o) To carry on business by manufacturing, wholesale or retail of Gold, raw gold, purified gold, gold nuggets, gold powder, gold ornaments, raw gold powder, crushed gold ore, rock powder, raw gold rocks.
- (p) To carry on business of agents, manufacturing representatives, brokers, warehousemen, distributors in all kinds of goods and merchandise.
- (q) To undertake and direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the company or not, on the capacity of stewards or receivers or otherwise.
- (r) To purchase and sell any freehold or other house, property buildings or lands or any share or shares interest or interests therein and to transact on commission or otherwise the general business of a land agent.
- (s) To purchase or otherwise acquire all or any part of the business, property and liabilities of: (i) any company carrying on any business within the objects of the company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

89. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two.
90. The continuing Directors may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any shareholder may summon a General Meeting of shareholders for the purpose of appointing Directors.
91. If at any meeting the Chairman or Deputy Chairman, if any, shall be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of the meeting.
92. A resolution in writing, signed the by a minimum of two Directors for the time being, shall be effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.
93. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.
94. Without prejudice and in addition to the Provisions of Article 86, the Directors may delegate any of their powers to committees consisting of such number of members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.
95. The meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.
96. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed, and was

qualified and had continued to be a Director and had been entitled to vote.

ALTERNATE DIRECTORS

97. Any Director may at any time appoint any person approved by the Board to be an Alternate Director of the Company and may at any time remove any Alternate Director so appointed by him from office. An Alternate Director so appointed shall not be entitled to receive any remuneration from the Company or to appoint an Alternate, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An Alternate shall *ipso facto* cease to be an Alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of Alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

MINUTES

98. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors and of the attendance thereat, and of the proceedings of all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings, and any such minute of such meetings if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

SEAL

99. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so affixed in the presence of at least one Director and Secretary or some other person approved by the Board, both of whom shall sign every instrument to which the Seal is affixed in their presence.

AUTHENTICATION OF DOCUMENTS

100. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts there from as true copies or extracts, and where any books, records, documents or accounts are

elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

DIVIDENDS

101. Subject to any special rights as to dividend attached to any new class of shares in accordance with these presents, the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up and submitted to the Company in General Meeting shall be apportioned and paid to the Members according to the amounts paid on the shares held by them respectively during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such share shall rank for dividends accordingly.
102. No dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors.
103. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of the Company, or paid up shares, debentures or debenture stock of any other company, or in any one or more of such ways.
104. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay to the holders of any class of shares interim dividends thereon of such amounts and on such dates as they think fit.
105. No unpaid dividend, bonus or interest shall bear interest as against the Company.
106. The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
107. The payment of the Directors of any unclaimed dividend into an unclaimed account shall not constitute the Company a trustee in respect thereof, and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.
108. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

RESERVES

109. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which shall at the discretion of the Directors be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works plant and machinery of the Company or for special dividends or bonuses or for equalizing dividends or for any other purposes to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.
110. The Directors may establish a reserve to be called the Capital Reserve, which shall not be available for dividend, but which shall be available to meet depreciation or contingencies or for repairing, improving, or maintaining any property of the Company or for such other purposes as the Directors may in their discretion think conducive to the interests of the Company, and the Directors may invest the sums standing to the Capital Reserve in such investments as they think fit, other than shares or stock of the Company, and may from time to time deal with or vary such investments and dispose of all or any part thereof with full power to employ the Capital Reserve in the business of the Company, and that without keeping it separate from the other assets and with power to divide the said Capital Reserve into separate accounts or funds if they think fit.

CAPITALISATION OF PROFITS AND RESERVES

111. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalize any undivided profits of the Company not required for paying the fixed dividends or Preference Shares if any (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorized and directed to appropriate the profits resolved to be capitalized to the Members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalized, and to apply such profits on *their behalf, either in or towards* paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amounts equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up, to and amongst such Members in the proportion aforesaid, or partly in one way and partly in the other.

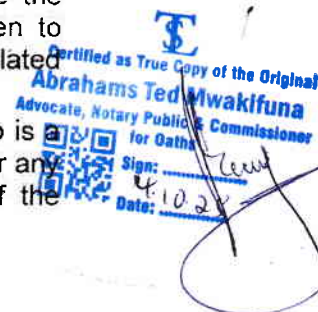
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Abrahams Ted Mwakifuna
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: 4.10.25

ACCOUNTS

112. The Directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.
113. The books of account shall be kept at the office or at such other place as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorized by the Directors or by the Company in General Meeting.
114. The Directors shall once at least in every year lay before the Company in General Meeting a profit and loss account and a balance sheet containing a general summary of the capital, the assets, and the liabilities of the Company arranged under suitable heads, both made up to a date not more than six months before the meeting.
115. Every such balance sheet as aforesaid shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report of the Directors as to the state of the Company's affairs and the amount which they recommend to be paid by way of dividend to the Members, and the amount (if any) which they have carried or propose to carry to the Capital Reserve, Fund, general reserve or reserve account shown specifically on the balance sheet or to be shown specifically on a subsequent balance sheet. The balance sheet shall also have attached or annexed to it, the Auditors' report and such other documents as the Act may require.

AUDIT

116. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next ensuing Annual General Meeting. The Auditor's report shall be read before the Company at the Annual General Meeting and shall be open to inspection by any Member. The Auditors' duties shall be regulated in accordance with the Act.
117. No director or other officer of the company or any person who is a partner of or in the employment of an officer of the company, or any corporation, shall be capable of being appointed Auditor of the company.

 Certified as True Copy of the Original
Abrahams Ted Mwakifuna
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: 4.10.20

NOTICES

118. Any notice or document may be served by the Company on any Member wherever resident either personally or by fax or e-mail or

telex or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, provided that if such address is outside Tanzania, such letter shall be sent by air mail. In respect of joint holdings, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.

119. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING - UP



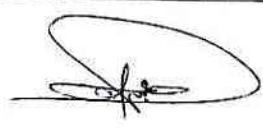
120. If the company shall be wound up (whether liquidation is voluntary, or under supervision, or by Court), the liquidator may with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties or different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes or property and may determine how such division shall be carried out as between the Members or different classes or Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY

121. Subject to the provisions of the Act every Director, Managing Agent, Auditor, Manager, Secretary or officer or Servant of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
122. No Directors, Managing Agent, Auditor or other officers of the Company shall be liable for the acts, receipts, neglects or defaults of



any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment, omission, default or oversight on his part, or for any other loss, damages or misfortune whatsoever which shall happen in relation to the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

Names and addresses of subscribers	No. of shares taken	Description of Subscribers	Seal/Signature
Mohammed Saleem Qureshi Sea view complex apartment 7th floor flat number 9 Kijara street plot no 2054/5 Sea view kivokoni, Dar Es Salaam P.O.BOX-7543.	25	Individual	
Hussein Abdulrab Hussein Al-Hemyari.	25	Individual	
Abdulkarem Qasem Taleb Mohsen	50	Individual	

DATED this 13 day of DECEMBER, 2024

WITNESS to the above Signatures:

Name: KIND THOMAS MSOVELA

Address: P.O BOX 70377 DAR ES SALAAM

Qualification: ADVOCATE

Signature: 