

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM




AND

ARTICLES OF ASSOCIATION

OF

LEONE GOLD MINING COMPANY LIMITED

Incorporated at this.....day of.....2022


Certified as True Copy of the Original
Shija Jeremia
Advocate, Notary Public & Commissioner
 
Sig: *Shija Jeremia*
Date: *06/12/2024*

**DRAWN BY:
GIFT HAAKUKI MUSHI
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GEITA**

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
LEONE GOLD MINING COMPANY LIMITED

1. The name of the Company “**LEONE GOLD MINING COMPANY LIMITED**”.
2. The registered office on the Company is in United Republic of Tanzania mainland.
3. The objectives for which the Company is established are as outlined hereunder:
 - a) To carry on the business of mining in all its branches including mining precious stones gemstones, precious metals, base minerals and industrial minerals including any industrial and commercial activities in connection with the exploration and exploitation of mineral or metal deposits, and deposits of precious stones and gemstones of whatsoever nature, to undertake the running of plants for the exploitation and treatment of minerals and their by-products obtained, to purchase minerals and concentrates, to undertake experiments in the mining sector and to undertake geological and geophysical surveys and other activities connected to service logistic support in the mining sector.
 - b) To carry on the business of mining explorations, mining consultants, drilling, and blasting, mining contractors, earth movers’ undergrounds mining and drilling.
 - c) To carry on all and any of the wholesale and/or retails as gemstones merchants, jewelers and/or dealers in and/or buy sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
 - d) To carry on all businesses related to agriculture and natural resources, produce and supply and installation of all produce and livestock, equipment, materials and machinery as related to agriculture and agribusiness, and offer services in all spheres and branches of agriculture and agriculture and agribusiness of whatever nature, and to enter into Contracts in relation thereto, and to carry on any other businesses which are in connection therewith or naturally incidental thereto
 - e) To carry on the business of quarrying of stone, sand and clay
 - f) To carry on the business of other mining and quarrying n.e.c.
 - g) To carry on the business of support activities for petroleum and natural gas extraction
 - h) To carry on the business of support activities for other mining and quarrying
 - i) To carry on the business of combined office administrative service activities
 - j) To carry on the business of other business support service activities n.e.c.

- k) To carry on the business of being cement agent, running wholesale and retail sale centres, selling concrete materials for builders, selling bricks, blocks, building decorations and any products from cement materials.

- l) To carry on the business of hardware, metal products, iron bars, iron sheets, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof trusses, sales general goods and general supply.
- m) To carry on business of supplies different commodities stationeries, hardware's, industrial goods, industrial parts, furniture goods, pharmaceutical products, laboratory equipments, electronic and electrical goods, sports gears and products food supriments and food products, leather and skin beverages, alcohol and non alcoholic drinks, garments and clothes products and general industrial goods.
- n) To carry on the business of Stationery Services, suppliers of Schools and Office Stationeries equipments weather in wholesaler, retailers and dealers in all types of office equipments, ream papers, files and other similar goods.
- o) To carry on the business of supplying office furniture's on private companies, government offices, on non-government organization offices, schools, colleges, universities, institutions, hospitals army forces and anywhere the company may think fit.
- p) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- q) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- r) To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.
- s) To carry on the business as general suppliers of all sorts and types of general merchandised goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministries and other government offices, universities and all other places where the services of supplier are needed.
- t) To manufacture, supply and deal in mineral waters, wines, cordials, liquors, soups, broths and other restoratives of food especially suitable or deemed to be suitable for invalids and convalescents and all kind of cleaning equipments.

- u) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.

- v) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- w) To carry on the business of dealing in selling, buying, importing, exporting, marketing, manufacturing, stocking, whether wholesale or retail of various categories of hardware tools and equipments, opening investments, develop different types of investments, manufacture different types of products, practice assembling of all kinds and conduct research and innovations in all fields in general.
- x) To carry on the business of all kinds of electronics, household and domestic appliances, electrical goods, audio visual goods and products and merchandise of the nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- y) To carry on the business of mining exploration, mining consultants, drilling, and blasting, mining contractors, earth movers' undergrounds mining and drilling, carry on business of petrol and gas research exploration, consultancy, drilling and selling in large, middle and small scale, manufacture of all products from petrol and gas in general.
- z) To carry on the business of spare parts including nuts and bolts, rivet screws, nails, roofing nails, radiators, valves, crankshafts, springs, door handles, and locks, bushes, electrical fittings including wires, switches, plugs, sockets, distribution boxes and to carry on all or any of the business of repairman, electrical contractors, including drills, spanners, hydraulic jacks and implied purposes of running garage, including trucks, lorries, cars, any other power propelled vehicles and machinery, transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents.
- aa) To carry on the business of insurance agents, customer agents, transportation, cargo and travel agents, commission agents, tourist agents, manufacturers representative, motor cars, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, cabs, minibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the Company.

- bb) To carry on business of manufacture, import, export, distribute, supply of artworks, carvings and furniture to schools, hospitals, government offices, industries and private persons.
- cc) To carry on all and any of the wholesale and/or retails as gemstones merchants, jewelers and/or dealers in and/or buy sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- dd) To carry on the business as general suppliers of all sorts and types of general merchandise goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministries and other government offices, universities and all other places where the services of supplier are needed.
- ee) To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.
- ff) To do the business of acting as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- gg) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- hh) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- ii) To carry on the trade or business of bonded warehouses, removers, stores, packers and carriers of personal property of every description, clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
- jj) To carry on business of education institutions as baby care centres, kindergarten schools, primary schools, secondary schools, colleges, vocational centres, technical colleges, universities and general education institutions.
- kk) To carry on business of selling beverages, soft drinks, mineral water, energy drinks, and alcoholic drinks. To open industries for different kinds of alcoholic and nonalcoholic drinks and their products, be agent or use other companies trademarks and drinks business in general.
- ll) To promote tourism in Tanzania and elsewhere in the world, to carry on business of travel and tourist agents and tour operators, to promote, facilitate traveling, to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kinds. mm)

To carry on all their respective branches or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned businesses.

- nn) To carry on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever from population may use.

- oo) To carry on the business of financial consultants and to act as project and development consultants, commercial, logistical, environmental and statistical analysts, principal and/or agent, managers, directors, sales and marketing, business consultants and as personnel, research, training, technical and general consultants and advisers to and for any undertaking or enterprises and to direct the management of the property and estate of government , consumers, corporations, foundations, organization, hospitals co-operatives, funding agents and any institution whatsoever.
- pp) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, values, decorators, engineers to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company think fit.
- qq) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, minibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in the world as may from time to time determined by the Company.
- rr) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing refueling, panel beating body builders, spraying and the general care of motor vehicles, aircraft, machinery, tools, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, element, solutions, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipments and plants, importing, exporting and sell new, used and reconditioned vehicles
- ss) To purchase, take on lease and otherwise acquire for investment or resale any tenure in Tanzania and elsewhere and to sell, let or lease exchange or otherwise dispose of or grant rights over any immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belongs to the company.

- tt) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest or any land buildings, casements, rights, licenses, secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- uu) To accept payment for any property or rights sold or otherwise disposed or death with by the company either in case, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- vv) To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.
- ww) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- xx) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- yy) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- zz) To accept for safe custody and keep for customers of the company all kinds of securities valuables and customer items.
- aaa) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- bbb) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to be benefit the company.
- ccc) To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of properties, and the collection and receipt of money.
- ddd) To do all other things as may be seen incidental or conducive to the entertainment of the objects or any of them.
- eee) To advance money to shareholder in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any freehold or leasehold property upon such terms and conditions as the company may think fit.
- fff) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants debentures and negotiable or transferable instruments.
- ggg) To act as agent or brokers, and as trustees for any persons firms, companies, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- hhh) To take or otherwise and hold shares in any other company being having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly to benefit the company.
- iii) To transact or carry on all kinds of Agency business and in particular in relation to the Investments of money, the sale of properties, and the collections and receipts of money.
- jjj) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

kkk) To carry any other trade or business whatever which can in the opinion of the board of Directors be advantageously carried on by the Company in connection with the above businesses or the general business of the company.

And it is hereby declared that:-

The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.


The object specified in each of the paragraph of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and district compound.

That the meaning of any general word or words in any paragraph of the clause shall not be restricted by being construed ejusdem generic with any particular word or words in the same paragraph.

4 The Liability of the members is Limited

5 The Capital of the Company is Tshs.20, 000,000/= divided into Tshs 1,000 shares of Tshs. 20,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital and for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
GIFT HABAKUKU MUSHI P.O. BOX 187 GEITA	600	
MWANAIKI FERUZI MASUDI P.O. BOX 187 GEITA	300	FERUZI

Dated at 29th this NOVEMBER day of 2021

Witness to the above signature:

Name : LUPAKUYO M. KAMBIMBA
 Signature : 
 Address : 14078 DSM
 Qualification : 


 Certified as True Copy of the Original
Shija Jeremia
 Advocate, Notary Public & Commissioner
 Sign: 
 Date: 06/12/2024

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
LEONE GOLD MINING COMPANY LIMITED

PRELIMINARY

1. "In these articles:-

"the Act means" the Companies Act ;

"the articles" means the act 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 deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means any person appointed to perform the duties of the secretary of the company.

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is seven but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other person as the directors shall admit to membership shall be members of the company.


Certified as True Copy of the Original
Shija Jeremia
Advocate, Notary Public & Commissioner
Sign: 
Date: 06/12/2024

9

GENERAL MEETINGS

1. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provide that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall be held at such time and place, as the directors shall appoint.

2. All general meetings other than annual general meetings shall be calls extraordinary general meetings.
3. The directors may, whenever they think fit, convince an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions, or I default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by directors.

NOTICE OF GENERAL MEETINGS

4. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and in, case of special business, the general nature of that business;
5. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specifies in this article be deemed to have been dully called if it so agreed:-
 - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety-five percent of the total voting rights at that meeting of all the members.
6. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
8. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of corporation, shall be a quorum.
9. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
10. The Chairman, if any, of the board directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen after the time appointed for the holding of the meeting and willing to act; the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
11. If any meeting no directors is willing to act as chairman or if on director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
12. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so director by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at and adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at a adjourned meeting.
13. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand.
 - (a) by the chair man or;
 - (b) by at least (two) members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one - tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes reentered in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

14. Except as provided in article 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
15. In the case of an equality of votes, whether on a show of hands or on poll, the chairman of the meeting shall be entitled to a second or casting vote.
16. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
17. A resolution in witting executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting which he was present shall have effect as if it had been passed at a general meeting dully convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

18. Every member shall have one vote.
19. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
20. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
21. On a poll votes may be given either personally or by proxy.
22. The instrument appointing or proxy shall be in writing under the hand of the appointer or of his attorney dully authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand on an officer or attorney dully authorized. A proxy need not be a member of the company.

23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified cop of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time to holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

24. An instrument appointing a proxy shall be the following form or a form as near hereto as circumstances admit:-

“ Limited
I/We.....of.....,being a member/members of
the above - named company, hereby appoint.....,
of or failing himof....., as my/our proxy to vote
for me/us on my/or behalf at the (annual or extraordinary, as the case maybe) general
meeting of the company to be held on the day of
.....201....., and at any adjournment thereof.

Signed this..... day of,201.....”

25. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

“ Limited
I/We.....of.....,being a member/members of
the above - named company, hereby appoint.....,
of or failing himof....., as my/our proxy to vote
for me/us on my/or behalf at the (annual or extraordinary, as the case maybe) general
meeting of the company to be held on the day of
.....201....., and at any adjournment thereof.

Signed this..... day of,201.....”

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out which ever is not desire”

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
27. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of, the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting of adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS.

28. Any corporation which is a member of the company may by resolutions of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual member of the company.

DIRECTORS

29. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
30. The following persons shall be first Directors to the Company:-

1. **GIFT HABAKUKI MUSHI**
2. **MWANAIKI FERUZI MASUDI**

31. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

32. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

33. Subject to the provisions of the Act, the memorandum and the article and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by article shall not be limited by any special power given to exercise all powers exercisable by the directors
34. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine,
36. The directors shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

37. The office of director shall be vacated if the directors:-
 - (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Causes to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company; or
 - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

38. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
39. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election. 15

40. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
41. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
42. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors, it shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
43. The quorum necessary for the directors may fix the transaction of the business of the directions and unless so fixed shall be two.
44. The continuing directors may act notwithstanding any vacancy but, if and so long as their numbers is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
45. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
46. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
47. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, 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 was entitled to vote.

A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of committee of directors, shall be as valid and effectual as if it had

been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

48. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
49. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

50. The seal shall only be used by authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
51. 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 to which the receipt and expenditure takes place; (b) all sales and purchase of goods by the company; and (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.


52. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
53. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directors or by ordinary resolution of the company.
54. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
55. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' repot and the auditors shall not less than twenty - one days before the date of the meeting be sent to every member of, and every holder of debentures of,

the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

57. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying, and posting a letter containing the notice, and to have been affected at the expiration of seventy two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania at which notices may be given him shall be entitled to notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
GIFT HABAKUKI MUSHI P.O. BOX 187 GEITA	600	
MWANAJI FERUZI MASUDI P.O. BOX 187 GEITA	300	AFERUZI

Dated at 29th this NOVEMBER day of 2021

Witness to the above signature:

Name : LUSAKUYO HWAMBINGA
 Signature : _____
 Address : _____
 Qualification : _____



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 Certified as True Copy of the Original
Shija Jeremia
 Advocate, Notary Public & Commissioner
 Sign: 
 Date: 06/12/2024