

**THE UNITED REPUBLIC OF TANZANIA  
MINISTRY OF MINERALS  
THE MINING COMMISSION**

**SPECIAL MINING LICENCE NO. SML 651/2021**

**WHEREAS**, M/S **Tembo Nickel Corporation Limited** of **P. O. Box 80512, Dar Es Salaam - Tanzania**, who was in possession of the area under Retention Licence No. RL 0001/2009 has undertaken feasibility study over the licence area described in Part A in compliance with matters stipulated in Part B and has satisfied the conditions of grant of a Special Mining Licence pursuant to Section 41 (2) of **The Mining Act, Cap. 123**;

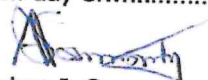
**AND WHEREAS**, the applicant further undertakes to strictly observe the Mining laws, in particular but not limited to the recognition that all mineral data and exploration information over the licence area is the property of the United Republic of Tanzania and must be submitted to the Geological Survey of Tanzania in accordance with section 27F of **The Mining Act, Cap. 123**;

**AND WHEREAS**, the licence holder agrees that by grant of this Special Mining Licence, the licensee shall become a strategic partner to the Government which shall have not less than 16% of the capital of the entity established to carry out mining activities over the licence area in the form of non-dilutable free carried interest in accordance with section 10 of **The Mining Act, Cap. 123**;

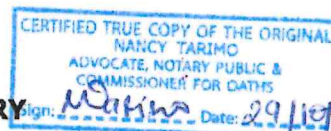
**NOW THEREFORE**, I Eng. Yahya I. Samamba, **ACTING EXECUTIVE SECRETARY**, subject to the provisions of **The Mining Act, Cap. 123** and of the regulations made thereunder now in force, or which may come into force during the continuance of this licence, or any renewal thereof and pursuant to the powers conferred upon me under Section 42 of **The Mining Act, Cap. 123** hereby grant to M/S **Tembo Nickel Corporation Limited** (hereinafter called the "Licensee") a **Special Mining Licence (Non Superficial Deposits)**, at **Kabanga** area in **Ngara** District, conferring on the licensee the exclusive right to search for, mine, dig, mill, process, refine, transport, use and or market **Nickel** or other minerals found to occur in association with that mineral, in and vertically under the Special Mining Licence Area and execute such other works as are necessary for that purpose.

This Special Mining Licence, unless sooner cancelled, suspended or surrendered pursuant to the provisions of **The Mining Act, Cap. 123** shall be valid for a period of up to **thirty three (33)** years, effective from the date of grant subject to terms and conditions set out under Parts A, B and C annexed to this Special Mining Licence.

Granted this.....<sup>25</sup> day of.....<sup>OCTOBER</sup> 2021

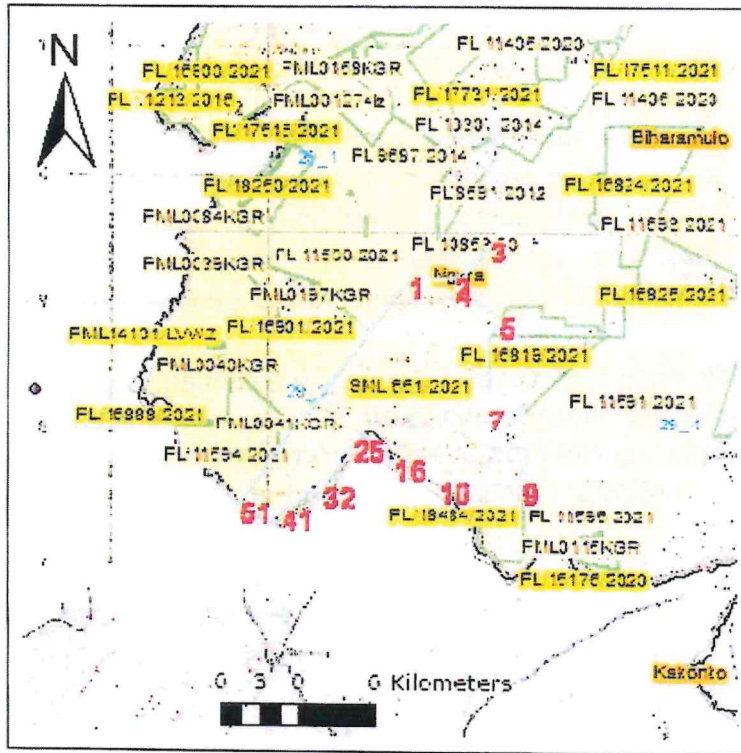
  
Eng. Yahya I. Samamba

**ACTING EXECUTIVE SECRETARY**



Corner	Latitude	Longitude
37	- 02 deg. 56 min. 7.65 sec.	30 deg. 31 min. 33.40 sec.
38	- 02 deg. 56 min. 15.95 sec.	30 deg. 31 min. 23.91 sec.
39	- 02 deg. 56 min. 25.44 sec.	30 deg. 31 min. 15.60 sec.
40	- 02 deg. 56 min. 31.37 sec.	30 deg. 30 min. 55.44 sec.
41	- 02 deg. 56 min. 45.61 sec.	30 deg. 30 min. 41.21 sec.
42	- 02 deg. 56 min. 56.28 sec.	30 deg. 30 min. 25.78 sec.
43	- 02 deg. 57 min. 04.58 sec.	30 deg. 30 min. 13.92 sec.
44	- 02 deg. 57 min. 04.58 sec.	30 deg. 30 min. 04.43 sec.
45	- 02 deg. 56 min. 55.09 sec.	30 deg. 29 min. 50.20 sec.
46	- 02 deg. 56 min. 47.98 sec.	30 deg. 29 min. 37.15 sec.
47	- 02 deg. 56 min. 44.42 sec.	30 deg. 29 min. 19.36 sec.
48	- 02 deg. 56 min. 44.42 sec.	30 deg. 29 min. 09.87 sec.
49	- 02 deg. 56 min. 44.42 sec.	30 deg. 29 min. 03.94 sec.
50	- 02 deg. 56 min. 36.12 sec.	30 deg. 28 min. 56.82 sec.
51	- 02 deg. 56 min. 25.44 sec.	30 deg. 28 min. 50.89 sec.
52	- 02 deg. 56 min. 21.88 sec.	30 deg. 28 min. 48.52 sec.

2. The Area of Land as presented by Sketch Map Drawing:



Legend	
Licensed boundary	
Licence Code	SML 651/2021
District	Ngara
Direction	

CERTIFIED TRUE COPY OF THE ORIGINAL.  
 NANCY TARIMO  
 ADVOCATE, NOTARY PUBLIC &  
 COMMISSIONER FOR OATHS  
 Sign: *Nancy Tarimo* Date: 29/10/2021

An area of approximately 201.85 Square Kilometres.

*[Handwritten signature]*

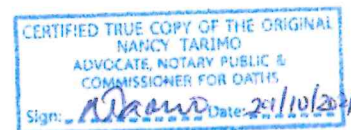
**PART C**

**CONDITIONS OF THE SPECIAL MINING LICENCE**

**Article 1**

**TENURE OF SPECIAL MINING LICENCE**

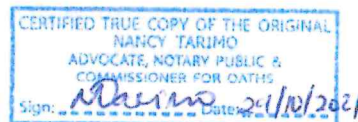

1. This Special Mining Licence shall remain valid for a period of the esteemed life of the ore body indicated in the feasibility study report or such period as the applicant may request unless it is sooner cancelled, suspended or surrendered in accordance with the law.
2. The Special Mining Licence shall cease to subsist if the Holder of the Licence ceases mining operations or abandons the Area where mining operations are undertaken without prior permission of the Mining Commission.
3. Renewal of the Special Mining Licence shall be subject to conditions stipulated under section 45 of the Mining Act.



### Article 3

#### METHOD OF OPERATIONS

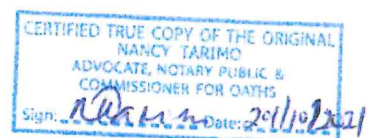
1. The holder of the Special Mining Licence shall carry out the programme of mining operations in accordance with the programme of mining operations approved by the Mining Commission as may be amended and satisfy obligations under the Special Mining Licence and take full responsibility and assume attendant risks.
2. The holder of a Special Mining Licence, contractor or subcontractor shall take all reasonable measures necessary to secure the safety, health and welfare of persons engaged in the mining operations in or about the Area to which the mining licence apply and ensure safety of properties in accordance with the governing laws.
3. The holder of a Special Mining Licence, contractor or subcontractor shall, in respect of the mine, take all measures necessary to avert occurrence of accidents whether accidental or premeditated and to observe and satisfy safety conditions stipulated under the Occupational Safety and Health Act, Cap. 424



## Article 6

### ENVIRONMENTAL MANAGEMENT

1. The holder of a Special Mining Licence and any other person who exercise powers or perform functions or carries duties in relation therewith shall be under statutory obligation to comply with the Environmental Management Plan approved by the National Environment Management Council as well as environmental principles and safeguards prescribed under the Environmental Management Act, Cap. 191, and other relevant laws.
2. The holder of a Special Mining Licence, contractor or subcontractor shall ensure that management of production, transportation, storage, treatment and disposal of waste arising out of mining operations is carried out in accordance with environmental principles and safeguards prescribed by the Environmental Management Act.
3. The holder of a Special Mining Licence, contractor or subcontractor may, for the purpose of paragraph 2 of this Article, contract a separate competent entity to manage transportation, storage, treatment or disposal of waste arising out of mining operations.
4. The holder of a Special Mining Licence, contractor or subcontractor shall ensure that regular environmental audit, monitoring and evaluation are carried out to avert environmental spoil, degradation and hazardous substances which are or may be harmful to human being and, or environment.
5. The holder of a Special Mining Licence, contractor or subcontractor shall develop and adopt Mine Closure and Rehabilitation Plans of the Area where mining operations are carried out.
6. The holder of a Special Mining Licence shall, within seven (7) months from the date of grant of this Licence, update Environmental Management plan and submit it to the Mining Commission.



**Article 9**

**INTEGRITY PLEDGE**

1. The holder of Special Mining Licence shall undertake to comply with the Statement of Integrity Pledge in accordance with Part VIII of The Mining Act and The Mining (Integrity Pledge) Regulations, 2018.
2. The Statement of Integrity Pledge referred in paragraph 1 of this Article shall be in the form specified under The Mining (Integrity Pledge) Regulations, 2018.

