

THE COMPANIES ACT  
(No. 12 OF 2002)

180,000/-  
240046  
23/12/14

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

5000/-  
240046  
23/12/14

OF

MWAMANGA COMPANY LIMITED

INCORPORATED THIS ..... DAY OF ..... 2014

Drawn by:  
Mayenga Nsoke (Subscriber)  
P.O. Box 20,  
Misungwi - Tanzania.

5000/-  
50182  
23/12/14

23/12/2014  
[Handwritten signature]

23/12/2014  
REGISTRAR OF COMPANIES

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
MWAMANGA COMPANY LIMITED

*Handwritten signature and date: 2018/10/10*

1. The name of the Company is "MWAMANGA COMPANY LIMITED".
2. The registered office of the Company will be situate in Tanzania.
3. The objects for which the Company is formed are:-
  - (a) To carry on the business of small scale mining and mineral extraction operations including but not limited to gold cyanidation;
  - (b) To carry on the business of small scale mineral exploration and prospecting;
  - (c) To engage in business activities in relation to mineral resources prospecting and production.
  - (d) To carry on the business of selling minerals to licensed brokers;
  - (e) To engage in the business of mining and mineral exploration and mining development.
  - (f) To acquire by lease, grant, assignment, transfer or otherwise any leases, prospecting licenses, mineral rights, grants or concessions of any mineral lands, mining rights and any property containing minerals from any person or persons, firm, syndicate, corporation, Government or authority municipal or otherwise and perform and fulfil conditions thereof.
  - (g) To carry on the business of transportation and logistics, general, liquid and dry cargo and passenger transportation.
  - (h) To carry on the business of sale and supply of hardware and building materials.
  - (i) To carry on business of sale and supply of petroleum and oil products including liquid petroleum gas, lubricants, fuel pumps and petroleum consumables.




- (j) To carry on the business of general trading including but not limited to running and operating consumer product shops, supermarkets and general merchandise outlets.
- (k) To purchase, take on lease or under license of concessions or otherwise of lands, buildings, works, mines, mineral deposits, mining rights and any rights, interests or privileges therein and to explore, work, exercise and develop the same.
- (l) To carry on any other business which may seem to the company capable of being carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property.
- (m) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company and to enter into partnership with, acquire any interest in, or enter into any arrangement for sharing profits or other economic arrangement with any person, firm or company and to hold, retain, sell, mortgage and deal in any assets, shares, debentures, stocks so received.
- (n) To carry on trade or business of whatever nature which can, in the opinion of the board of Directors, be conveniently carried on by the Company.
- (o) To enter into any arrangements with any persons, governments or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such person, government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (p) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (q) To lend money to such persons or companies and on 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 such person or companies.
- (r) To carry on all kinds of promotion business and in particular to form, constitute, float, lend money to subsidise assets and control any companies, associations, partnerships or undertakings whatsoever.

- (s) To invest and deal with moneys of the Company not immediately required and in such a manner as may from time to time be determined.
- (t) To do all such other things which are incidental or conducive to the attainment of the above objects.

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 of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is Tanzania Shillings Nine Million (Tshs. 9,000,000/=) divided into Nine Thousand (9,000) ordinary shares of Tanzanian Shillings One Thousand (Tshs. 1,000/=) each.

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, Postal Addresses and Occupations of Subscribers	Number of Shares taken by each Subscriber	Signature & Seal/Rubber Stamp of Subscribers
Mayenga Nsoke, P.O. Box 20, Misungwi.	3,000	
Nyasilu Mang'oma, P.O. Box 20, Misungwi.	3,000	
Malugu Sayi, P.O. Box 20, Misungwi.	3,000	

Dated at Mwanza this 22<sup>nd</sup> day of December, 2014.

WITNESS to the above Signatures:-

Name: R. Lubango Shiduki

Signature: 

Postal Address: 32196, Dar es Salaam

Qualification: Advocate/Commissioner for Oaths

R. LUBANGO SHIDUKI  
Advocate, Notary Public &  
Commissioner for Oaths  
P. O. Box 32196, DSM.