

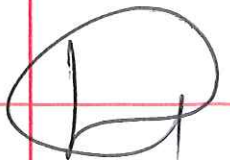
4513/2018

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

ZIM GOLDFIELDS (PRIVATE) LIMITED

Presented for filing by: **NYARADZO CHIRISA**
13 CHERRY AVENUE,
LOCHINVAR, HARARE





17 APR 2018

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THE COMPANIES ACT (CHAPTER 24:03)

MEMORANDUM OF ASSOCIATION

OF

ZIM GOLDFIELDS (PRIVATE) LIMITED

1. The name of the company is **ZIM GOLDFIELDS (PRIVATE) LIMITED**.
2. The registered office of the company will be situated in Zimbabwe.
3. The objects for which the company is established are:-
 - a) To carry on the business as prospectors and miners seeking and finding gold and other precious minerals and metals, semi precious stones, mineral oils and gasses, coal, base metals and any other deposits of any minerals or materials having any commercial value, developing, operating and exploiting any quarry, mine or other working designed to win any such minerals or materials from the ground and extracting, refining, processing and marketing such minerals and materials and the products thereof.

- b) To prospect and search for, mine, dredge, drill, raise, ash, win, crush, smelt, refine, reduce, amalgamate, calcine, dress, quarry, manipulate and prepare for sale or disposal of gold; to carry on any other of the foregoing objects, to open, work, exploit and develop, either solely or with others, gold and other mines
- c) To carry on the trade or business of steel manufactures, buyers, sellers, importers and exporters, makers, producers of steel and all alloys, mixtures and by-products thereof, boiler makers, tool makers, millwrights, machinists, metallurgists, engineers, smith workers, to deal in all products manufactured from steel and to do any other business usually carried on in connection therewith.
- d) To carry on the business as prospectors and miners seeking and finding gold, silver and precious metals and semi precious stones, mineral oils and gasses, coal, base metals and any other deposits of any minerals or materials having any commercial value, developing, operating and exploiting any quarry, mine or other working designed to win any such minerals or materials from the ground and extracting, refining, processing and marketing such minerals and materials and the products thereof.
- e) To establish, manage and assist chemical and assaying laboratories for analyzing and testing metals, minerals and other substance and generally to carry on and promote all or any of the businesses of mineralogists, metallurgists, amalgamators, miners, smelters and quarrymen; to acquire from any sovereign, state or authority in Zimbabwe or elsewhere any concessions, grants, tributes, decrees, rights, powers and privileges whatsoever which may seem capable of being turned to account and to work, develop, exercise and turn the same to account.
- f) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- g) To purchase, lease or otherwise acquire brickworks, clay pits, quarries, mines, mineral and the properties and obtain grants, concessions, leases, licenses and rights of and over the forgoing; to search for, win, quarry, reduce and prepare clay, fireclay, brick earths, sand, gravel, limestone, slate, artificial stone and other substances used in the manufacture, preparation and production of bricks, pottery, earthenware, pipes and roofing tiles
- h) To enter into electricity generation projects through water, solar, bio- chem, thermal, wind; to manufacture and deal in electrical and engineering plant, equipment, appliances and accessories of all kinds, mining plant and equipment and all other apparatus and materials capable of being used in connection with generation, distribution, supply and use of electricity.
- l) To carry the trade or business as manufacturers, general dealers, wholesale, retail merchants, storekeepers, warehousemen, importers, exporters and dealers in industrial, mining and domestic hardware; machinery, tools bearings, implements, spare parts and stockist of brassware, fencing material, steel products, plumbing, paints, building material, abrasives, farm tools, cement, garden material and to do all such things related thereto.

- j) To carry on the business of stationers, lithographic printers, letter press printers, art printers; to provide binding and laminating services and to be desbutors of all binding and laminating material together with any other business related thereto.
- k) To organize, operate and contact safaris of every nature, game scenic tours, game viewing and bird photograph, hunting and fishing expeditions for the live game, wild animals and birds, and to establish, maintain and manage rest camps, lodges, chalets, caravan and camping grounds, casinos, guest houses or other places of rest entertainment.
- l) To provide business in computer systems including development, marketing and support of custom made and packaged software and to provide training and support in any related area; to supply, essential and maintain computer hardware and computer consumables; to operate phone shops, internet cafes; provide installation of all communication systems.
- m) To carry on the business of garage proprietors and of services stations of motor vehicles of all kinds, to carry on the safekeeping, cleaning, repairing, painting, spraying, refueling and the general care of motor vehicles of all kinds, to buy and sell petrol, diesel, oil, petroleum products, new and secondhand motor vehicles, spares and accessories of such vehicles.
- n) To purchase, or by any other means acquire any freehold, leasehold or other property or any estate or interest whatever therein and to build, reconstruct, adopt or procure the building or construction of flats, factories, warehouses, offices, shops, residences, suites, chambers, garages, hotels and other buildings or erections of any and every description and to hold the same or any of the same as an investment with to account such property, buildings, and erections and to provide all necessary conveniences and amenities as required for tenants, occupiers, clients and customers.
- o) To carry on the business of video filming, photographing, music recording houses; producers of films, television programs, documentary, talk shows, radio programs and to buy, sell, import and export of all kinds of instruments, equipment and goods of the same line and to do all such things related thereto.
- p) To operate or run schools, colleges, institutions and pre-schools for the purpose of providing academic, commercial, technical and general knowledge to any individuals or corporate together with any other business usually carried on in connection therewith.
- q) To carry on the trade or business of manufacturing, wholesale, retail, exporters and importers of non-alcoholic beverages together with any other business carried on in connection therewith.

- r) To carry on the business as prospectors and miners seeking and finding gold, silver and precious metals and semi precious stones, mineral oils and gasses, coal, base metals and any other deposits of any minerals or materials having any commercial value, developing, operating and exploiting any quarry, mine or other working designed to win any such minerals or materials from the ground and extracting, refining, processing and marketing such minerals and materials and the products thereof.
- s) To carry on the business of farming and ranching in all its branches including the business of dairyman, agriculturists, horticulturists, fruit farmers, foresters, crop farmers fish farmers and fishery, nurserymen, timber growers, saw millers, livestock breeders of every variety of animal, poultry production and millers of all grain types.
- t) To carry on the business of a security company in all its branches; tracers, private investigators, debt collectors, credit managers and any other business related thereto.
- u) To mortgage, pledge and charge the undertaking and all or any the real and personal; property and assets, present or future, and all any of the uncalled capital for the time being of the company, and or to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be though fit, debentures or debenture stock, ether permanent or redeemable (as and when the Laws of Zimbabwe permit) or payable, and collaterally or further to secure any securities of the company by a Trust Deed or other assurances.
- v) To grant pension, allowances, gratuities and bonuses to officers, ex-officers, employees of the company or its predecessors in business or the dependants or connections of such persons; to establish and maintain or concur in establishing and maintain trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other establishment of profit sharing scheme calculated to advance the interests of the company or its officers or employees.
- w) To open and operate upon any banking accounts. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments.
- x) To pay for any property or rights acquired by the company, either in cash or fully or partly paid-up shares, with or without preferred, deferred or guaranteed rights in respect of dividends or payment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode or in another, and generally on such terms as the company may determine.

- y) To carry on the business of hairdressers, hair cutters, and barbers, hairstylists, hair-designers, instructors, consultants and specialists in hairdressing, hair and beauty treatment and culture of all kinds.
- z) To carry on the business either by wholesale or retail of bakers, bakeries, makers and distributors of bread, cakes, biscuits; to establish and operate mills for the purpose of milling flour and other farinaceous products.
- aa) To carry on the business of planters, growers, cultivators, buyers and ginnerers of cotton seed and cotton in all its branches; to establish and operate cotton ginneries and warehouses, to manufacture and deal in cotton and other textile waste, pickings, waddings, mutton cloth and other textile articles and goods; buy, sell and deal in any manner with all kinds of textile and fibrous materials and goods including all kinds of twines, threads, cords, ropes and yarns.
- bb) To manufacture, process, refine, crush, grow, buy, sell, import, export and deal in all kinds of oils and substances, margarine and other edible oils and fats, all kinds of food prepared from oils, ground nuts and all other types of nuts, all kinds of animal and poultry foods, grains of all kinds, seeds, meal, fertilizers, manure, oil merchants, chemists, manufacturers and merchants of products thereof including skin oils, cosmetic crèmes of all kinds and hair oils.
- cc) To carry on the business of a security company in all its branches; to set up, equip and maintain a training school for guards and guard dogs, to provide cash in transit services, security services at functions and for buildings and to do all things incidental thereto.
- dd) To carry on the business of millers, grinders, shellers, manufacturers, refiners, producer, importers and exporters, buyers, sellers and dealers in all kinds of grains, cereals, nuts, seeds, flour, meal, legumes and fruits of all kinds of farinaceous food stuffs, feeds and preparations for human, animal and poultry consumption and all other goods.
- ee) To carry on the business of manufacturing and dealers in paints, enamels, varnishes, lacquers, pigments, limes, stains, spirits, oils, paint remover, fillers, thinners, water colours, dyes, chemicals, adhesives, polishes and all kinds of decorative and packing materials.
- ff) To carry on the business as manufacturers, buyers, sellers, importers and exporters, dealers in all kind of soap, soap powders, detergents, scourers, candles, polishes, oil fats materials, glycerin, water softener catalysts, industrial detergents, emulsifying agents and all other business carried on in connection therewith.
- gg) To carry on the business of estate agents, appraisers, valuers, auctioneers and immovable property brokers; to purchase for investments or resale or deal in land, houses and or other property of any tenure and interest therein together with any other business usually carried on in connection therewith.

- hh) To carry on the business of technicians and engineers in information technology and telecommunication solutions; to deal in data transmission articles, machines and accessories together with any other business usually carried on in connection therewith.
- ii) To carry on the business by wholesale or retail of chemists, pharmacists, druggists, herbalist; manufacturers and importers of and dealers in pharmaceutical, medicinal, dental, optical, veterinary, agro chemicals, photographic and industrial and other preparations, substances, compounds and drugs and all hospital sundries.
- jj) To acquire, carry on and conduct the business of advertising consultants, advertisement contractors and agents, hoarding contractors and of grantees, vendors, lessons and suppliers of advertising space or of publicity of any kind or from whether in books, periodicals, newspapers, pamphlets or other publications or on hoarding or by means of handbills, digital boards, electronic billboards, stationary billboards and marketing or of radio broadcasts or other sound apparatus and to carry on any other business carried on in connection therewith.
- kk) To carry on the business of customs clearing, import and export of goods and services and storage of goods and related agency business.
- ll) To carry on the business of pest control and fumigation services; to procure and distribute and manufacture pest control chemicals; to offer cleaning services to all sectors.
- mm) To carry on the business of a communication service company including internet, telephone, telex, electronic mail, cellular and related services; to procure and sell communication equipment and software and to do all such things as are incidental thereto.
- nn) To carry on all or any of the branches and departments thereof the business of funeral societies, insurance companies, mutual funeral or burial societies, undertakers, funeral parlour proprietors, morticians, embalmers, crematorium proprietors and monumental masons, sculptors, designs and makers of statuary, coffin makers and all things incidental thereto.
- oo) To carry on the trade or business of either manufacturing, wholesale, retail, exporters, importers, agencies, buying and selling of polywoven, plastic, polypropylene packaging bags and containers; boxes, crates, casks, cabinets, drums, trays, netting, sheeting, bottles, cans all made from metal, wood, cardboard, hardboard, plastic, paper, peppier mache, paper pulp, millboard and any similar material together with any other business carried on in connection therewith.
- pp) 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 by or through agents, subcontractors, trustees or otherwise.

And it is hereby declared that the word "company" in this clause shall save where it refers to this company, be deemed to include any partnership or other body whether incorporated or not incorporated and whether now in existence or hereinafter to be formed. And it is specified in each of the foregoing paragraphs in this clause be regarded as independent objects, and shall in no wise be limited or restricted by reference to or inference from any other paragraph and shall be instructed in the most liberal way.

4) The liability of the members is limited.

5) The share capital of the company is **TWO THOUSAND UNITED STATES DOLLARS (US\$2 000, 00)** divided into **TWO THOUSAND (2 000)** Ordinary Shares of nominal value of **One United States Dollar (US\$1, 00)** each.

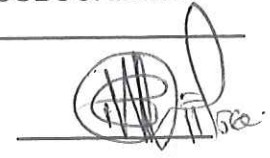
The share capital may be increased, reduced or varied from time under the provision of the Articles of Association of the company, and any shares forming part of the original capital of the company or any new shares that may be created by the company may be issued by the directors either for cash, the acquisition of any property or rights whatsoever, or in respect of services rendered or to be rendered to the company, and with such guarantee or right of preference, whether in respect of dividend, repayment of capital, distribution of assets, or any of them or with any other special privileges or advantages over any shares previously issued or then about to be issued, or subject to any such conditions and provisions or may be divided into different classes and general on such terms as may from time to time be determined under Articles of Association

We, the several persons whose names, addresses and occupations 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, ADDRESS AND OCCUPATION | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER | SIGNATURE OF SUBSCRIBERS |
|-------------------------------|-------------------------------------------|--------------------------|
|-------------------------------|-------------------------------------------|--------------------------|

ZIMBABWE MINING
DEVELOPMENT CORPORATION LTD
MMC COMPLEX
MUTARE ROAD
MSASA
HARARE

600 (30%)
SIX HUNDRED



SHAREHOLDER

Passed by a resolution on the 6th of April 2018

Represented by Tinashe Collins Chiparo

MIDLANDS GOLDFIELDS LTD
FLAT 3, 61 SUNNY GARDENS ROAD
HENDON. LONDON,
NW4 1SJ,
GREAT BRITAIN

1400 (70%)
One Thousand
four Hundred



SHAREHOLDER

Passed by a resolution on the 6th of April 2018

Represented by Yauhen Zhouner

Dated at Harare this 10 Day of April 2018

Witness to the above signatures 10 Chirisa

Full name NYARADZO CHIRISA
Address 1 ST FLOOR SILUNDIKA HOUSE
22 GEORGE SILUNDIKA AVENUE
HARARE
Occupation CLERK



THE COMPANIES ACT (CHAPTER 24:03)

ARTICLES OF ASSOCIATION

OF

ZIM GOLDFIELDS (PRIVATE) LIMITED

1. In these Articles, unless there be something in the subject matter or context inconsistent therewith.
"The Company" means the above named company.
"The Act" means the company Act. (Chapter 24:03)
"The Office" means the registered office of the company for the time being.
"Person" means a natural person or an artificial person recognized by law.
"The Register" means the register of the members to be kept pursuant to Section 115 of the Companies Act (Chapter 24:03)
"Secretary" means any person appointed to perform the duties of the secretary of the company.

2. The Registered Office of the Company will be situated in Zimbabwe.
3. The regulations contained in Part II of Table "A" of the first Schedule of the Companies Act, (Chapter 24:03), shall, subject to the additions, modifications, alterations and deletions hereinafter appearing, be the Articles of Association of the Company – and in the event of there being any conflict between Part II of Table "A" and the regulations hereinafter appearing, the latter shall prevail.
4. **PRIVATE COMPANY**
 - a) The right to transfer shares is restricted in manner herein after prescribed.
 - b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to FIFTY; PROVIDED that where two or more persons hold one or more shares in the Company, jointly they shall for the purpose of this regulation be treated as a single member.
 - c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
5. **SHARES**

The shares shall be under control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions at such time as the Directors may think fit, with full power to give to any persons the call of any shares, either at or at premium, and for such time and for such consideration as the Directors think fit.
6. **SHARE TRANSFERS**
 - a) The directors may in their sole and absolute discretion and without assigning any reason therefore decline to register the transfer of any share (whether or not it is fully paid share) to a person of whom they do not approve, and may decline to register the transfer of any share on which the Company has a lien.
 - b) NO shares shall be transferred to any person who is not a member of the Company so long as any member of the Company shall be willing to purchase the same, at a valuation to be determined in accordance with paragraph (e) of these Articles (hereinafter referred to as "the fair value").
 - c) Except in a case in which the transfer is made pursuant to paragraphs (j) and (h) of these Articles, the member or other person including the personal representatives of any deceased member proposing to transfer any share (hereinafter called the "proposing transferor") shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. Such notice shall name the price at which the proposing transferor is willing to sell the share, and constitute the Directors his agents for selling the share to any member of the company (or, if the Directors shall not find a member of the Company willing to purchase the share, then to any other person approved by the Directors) at the fair value. A transfer notice shall not be revocable, except with sanction of directors.

- d) If the Director shall, within the space of three (3) months after receiving a transfer notice, find a member of the company or some other approved by them willing to purchase the share, the Directors shall give notice therefore to the proposing transferor who shall then be bound to transfer the share to the Purchaser upon payment of the price named in the transfer notice, or at the option of the purchaser, upon payment of the fair value, in either case within three (3) months of the date of the notice given by the Directors to the proposing transferor. The proposing transferor shall be entitled to all dividends declared on such share up to the date upon which payment therefore is made by the purchaser.
- e) In case the purchaser shall not be prepared to pay for a share the price named in the transfer notice, the value of such share shall be determined by an accountant of a firm of accountants who shall be (i) unconnected with the Company, and (ii) chosen by mutual agreement between the purchaser and the proposing transferor, and any value so determined shall be final and binding upon the purchaser and the proposing transferor.
- f) If, in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the shares, the directors may receive the purchase money, and shall thereupon cause the name of the purchaser to be entered in the register as a holder of the shares, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Directors for the purchase money, shall be good discharge to the purchaser, and after his name has been entered in the register in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.
- g) If the Director shall not, within the space of three (3) months after receiving a transfer notice find a member of the Company or some other person approved by them willing to purchase the share, and if they shall not within such time give notice as aforesaid, the proposing transferor shall thereafter be entitled to sell transfer the share to any person and at any price.
- h) The shares specified in a transfer notice shall be offered by the Directors in the first instance to the members of the Company, other the proposing transferor, as nearly as may be in proportion to the existing shares held by them respectively. Such offer shall be made to each member by notice specifying the number of shares to which he is entitled and the price named in the transfer notice, and limiting a time within which the offer, if not accepted in whole or part, will be deemed to be declined. Such notice shall, furthermore, inform each member that, if he desires to purchase a number of shares less than equal to or in excess of his proportion he should in his reply state how many shares he desires to purchase and whether he is prepared to pay for them the price named in the transfer notice. If all such members do not claim their full proportions, the unclaimed shares, or such number of them as shall be required for that share shall remain unclaimed the directors may sell the same to such persons, as they think fit.
- i) Every purchaser of a share transferred in terms of this article shall be at liberty pay the price named in the transfer notice, for the fair value, as the case may be, either at the time of his acceptance of the offer if such share of any time any time within three (3) months thereafter.
- j) Any member of the company may bequeath all or any of his shares in the company by will to any person after his death subject to the right of the

Directors to refuse to register the transfer conferred by paragraph (6a) if the Directors shall refuse to register the transfer thereof the executors of the estate of such deceased member of the company shall be bound by the provisions of paragraphs (b) to (h) inclusive of this article.

- k) Any member may at any time transfer any of his/her shares to his/her, wife/husband parent, child, brother, sister, or to a Trustee for the benefit of any such person. Any such shares held by a trustee may be transferred on any change of Trustee.

7. **GENERAL MEETING**

The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting held in that year. 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, save as herein otherwise provided, the Directors or the members present in person or by proxy who together control a minimum of 51% of the issued voting shares shall be a quorum.

8. **SIGNED RESOLUTIONS**

Subject to the provisions of the Companies Act (Chapter 24:03) a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

9. No resolution put to the vote shall be adopted and carried unless it is supported by:

At any general Meeting: Fifty One Percent (51%) or more of the votes eligible to be cast at such meetings.

At any Meetings of Directors By a simple majority.

10. The Directors may at any time require any persons whose names are entered in the register of members of the company to furnish them with any information supported (if the Director so require), by a statutory declaration which they may consider necessary for the purpose of determining whether or not certificates required by sub-section 4 of Section 123 of the Companies Act may properly be given.

11. **DIRECTORS**

Until otherwise determined by the Company there shall not be less than TWO (2) or more than eight (8) Directors and the first Directors shall be the subscribers to the Memorandum and Articles of Association and shall hold office until directors are appointed by the company in a General Meeting.

12. If any Directors, being willing, shall be called upon to perform extra services for that purpose, the Company shall remunerate such Directors by a fixed sum.
13. A Director may vote after declaring his interest (if any) in respect of any contract or arrangement in which he is interested and regulations 85 (2) of Table "A" shall be amended accordingly

14. Each Director of the Company shall be entitled to nominate any person approved for that purpose by a majority of the Directors of the Company to sit as an alternate Director in his place during his absence to act as a Director and on such appointment being made the alternate Director shall, whilst acting in place of the absent Director or of a Director unable to act, exercise and discharge the duties of the Director whom he represents, as shall be agreed upon between him and the Director whom he represents as Director and shall have no claim against the company for any remuneration whatever.
15. The alternate Directors whilst acting in the place of the Directors who appointed them, shall exercise and discharge all the duties and functions of the Directors they represent. The appointment of an alternate Director shall be cancelled and the alternate Director shall cease to hold office whenever the Director who appointed him shall cease to do so, and in case of the disqualification or resignation of any alternate Director during the absence or inability to act for the Directors whom he represents, the vacancy so arising shall be filled by the Chairman of the Directors nominating any other suitable person to fill the same, subject to the approval of the Board.
16. **BORROWING POWERS**
The provision to regulation 78 of Part 1 of Table "A" shall not apply. The Directors may, in their discretion from time to time raise or borrow from the members or other persons any sum or sums of money for the purpose of the Company.
17. **NO ROTATION OF DIRECTORS**
The provision of regulations 90 to 96 or Part 1 of Table 'A' shall not apply. A director shall not be subject to retirement by rotation, and shall continue to hold office until he or she dies, resigns or is disqualified in terms of regulation 89 of Part 1 of Table 'A'; or removed from the office in terms of regulation 97 or Part 1 of Table 'A'.
18. **COMPANY SEAL**
The Company may have a seal and if it has one, the Directors shall provide for its safe custody. If the company has a seal it shall, to the provisions of Section 104 of the Companies Act, only be used on the authority of the Directors on their behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for that purpose.
19. Regulation 114 of Part 1 of Table 'A' shall be amended by the insertion thereafter the words "General Meeting" of the words "Or the Directors".
20. **DIVIDENDS**
Regulations 116 of Part 1 of Table 'A' shall not apply. Dividends shall be payable out of profits arising from the business of the Company, and from realised or unrealised capital profits.

21.

INDEMNITY

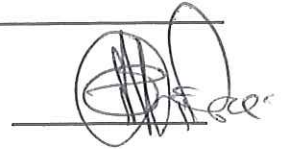
- a) No Directors or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining on any receipt or other act for conformity, or for the loss or expense happening to the Company through their insufficiency or deficiency of title to any property acquired by order of the insufficiency or deficiency of any security in or upon which any monies of the company shall invested or lent, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen thorough his dishonesty.
- b) Every Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against liability incurred by him in defending any proceedings, whether civil or criminal, in connection with the Company in which judgement is given in his favour or he is acquitted or in connection with any application under section 349 of the Act in which relief is granted to him by the Court.
-

We, the several persons whose names, addresses and occupations are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.

NAMES, ADDRESS
AND OCCUPATION

SIGNATURE
OF
SUBSCRIBERS

ZIMBABWE MINING
DEVELOPMENT CORPORATION LTD
MMC COMPLEX
MUTARE ROAD
MSASA
HARARE



SHAREHOLDER

Passed by a resolution on the 6th of April 2018

Represented by Tinashe Collins Chiparo

MIDLANDS GOLDFIELDS LTD
FLAT 3, 61 SUNNY GARDENS ROAD
HENDON. LONDON,
NW4 1SJ,
GREAT BRITAIN



SHAREHOLDER

Passed by a resolution on the 6th of April 2018

Represented by Yauhen Zhouner

Dated at Harare this 10 Day of April 2018

Witness to the above signatures 10 Chirisa

Full name

NYARADZO CHIRISA

Address

1 ST FLOOR SILUNDIKA HOUSE
22 GEORGE SILUNDIKA AVENUE
HARARE

Occupation

CLERK

ZIM GOLDFIELDS P/L