

**FEDERAL REPUBLIC OF NIGERIA**  
**COMPANIES AND ALLIED MATTERS ACT, 1990**  
**COMPANIES LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**KAMYUS CONSULT LIMITED**

1. The name of the Company is: **KAMYUS CONSULT LIMITED**
2. The Registered office of the Company will be situated in Nigeria.
3. The objects for which the Company is established are:
  - A. To carry on business as environmental consultants, to supply any persons, body or authority with ideas, plans, strategy, advice, information, statistics and all assistance suited to furthering environmental conservation. To gather, collect and collate information and data useful to environmental activities and turn the same to account.
  - B. To carry on business as mining consultants, to supply any person or persons (corporate or incorporate) with ideas, strategy, information, statistics and all assistance suited to the establishment, expansion, proper conduct and prudent running of mining business, or the winding up thereof and to assist any person or person to identify mining opportunities and obtain optimal benefit therefrom.
  - C. To carry on business as auctioneers, and to acquire, dispose of and deal in all kinds of property, real or personal. To restore, clean, improve, convert, modify and alter all kinds of property, whether works of art, buildings, vessels or otherwise and to undertake the exhibition of any property or thing.
  - D. To carry on business of agricultural farming, agro-allied farming, mechanized farming, poultry & fishery farming, trawling, fruit farmers, millers & manufacturers of cereal products, manufacturing, production and sale of livestock feeds, fertilizers, pesticides, farm implements, veterinary equipment & materials used in connection with veterinary services.
  - E. To carry on the business of oil and gas services and supply, oil field servicing and maintenance, supply of equipments and to carry on the business of petroleum marketing, sales, LPG refilling and distribution of crude oil, pure petroleum, industrial chemicals, automobile and lubrication oil units and to construct, manage and operate petrol, gas and kerosene filling station and to erect structures for that purpose.
  - F. To import and export, prepare for market and deal in all kind of goods, (whether or not manufactured in whole or in part) and raw materials in any part of the world, and generally, to carry on the business of industrialists and distributors of beverages and building materials of all kinds and descriptions.
  - G. To carry on the business of property development, estate management, estate development, marketing, renovation, property rental and lease, to construct houses, buildings, furniture works or works of every description or upon other kinds of property and pull down, rebuild and enlarge houses.
  - H. To carry on the business of procurement, general contractors and general merchants, general ventures, commercial, trading, marketing, supplies, sales and distribution of general goods, retail, wholesale, commission agents, manufacturers' representatives, general suppliers, and deal in all articles, substances, products, commodities, appliances and things used for or in connection with the company's business or required for commonly or usually bought, sold, manufactured, or dealt in by persons carrying on any of the businesses herein mentioned.
  - I. To carry on business of general cleaning, laundry and dry cleaning services, car hire and driver services, cyber café, interior and exterior decoration, beautification, landscaping, boutiques, barbing saloons and supermarkets.
  - J. To engage in management consultancy services, human resources management, total quality management, and to organize for recruiting, workshops and seminars of all kinds.
  - K. To carry on the business as engineers, whether as general engineers (mechanical engineers, civil engineers, water engineers, electrical engineers, chemical engineer) or engineers of any description



whatsoever.

- L. To engage in business of information technology (IT) as related to computer service discipline in all its branches and ramification i.e network installation, artificial intelligent, software development, systems manufacturing or and assembling, website development and internet service provider (ISP), and computer Business Services, personal and corporate brand.
  - M. To carry on business as importers, distributors and dealers in all kinds of automobiles and automobiles spare parts and accessories, including, but not limited to cars, buses, lorries, trucks and motorcycles, harvesters, caterpillars, graders, bulldozers and forklifts.
  - N. To carry on the business of a construction company, and to provide construction services of every description including the planning, erection, improvement, repair, alteration, maintenance and demolition of construction works and otherwise.
  - O. To borrow or raise money in such manner as the company shall deem fit & in particular by the issue of debentures or debenture stock (perpetual or otherwise) & to secure the repayment of any money borrowed, raised or owned by mortgage charge, or lien upon the whole or any part of the company's property or assets.
  - P. To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.
4. The Company is a private company
  5. The liability of the members is limited by share.
  6. The nominal share capital of the Company is N2,000,000 divided into 2,000,000 ordinary shares of N1 each.



We, the several persons whose names and addresses are subscribed hereunder, 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.

SN	NAME AND ADDRESS OF SUBSCRIBER	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	Name: DUZE LAWAL MOHAMMED KAMAL Address: FLAT E4, C DRIVE, FOXTROX CLOSE, LOKOGOMA DISTRICT, (ABUJA, FCT)	1,500,000	
2	Name: BELLO YUSRAH AHMED Address: FLAT E4, C DRIVE, FOXTROX CLOSE, LOKOGOMA DISTRICT, (ABUJA, FCT)	500,000	





Dated this 16TH day of OCTOBER 20 20

**Particulars of witness to the above signatures: -**

Name of Witness: NWOSU IFEANYI NNAKA

Address of Witness: SUITE A25 MAITAMA SHOPPING COMPLEX, MAITAMA, ABUJA.

Occupation of Witness: LEGAL PRACTICE



Verify Electronic Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert. No:

2020-8598-48103-69109



**FEDERAL REPUBLIC OF NIGERIA**  
**COMPANIES AND ALLIED MATTERS ACT, 1990**  
**COMPANIES LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**

**KAMYUS CONSULT LIMITED**

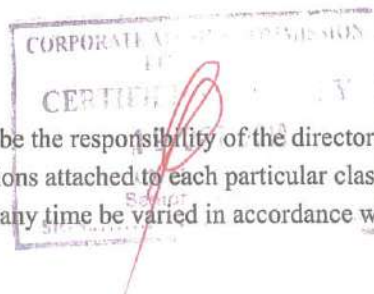
**1. INTERPRETATION**

In this regulations, "the Act" means the Companies and Allied Matters Act.

Unless the content otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act.

**2. CLASS OF SHARES**

The company may from time to time issue classes of shares. It shall be the responsibility of the directors to determine the classes of shares to be issued. All the rights or restrictions attached to each particular class of shares shall be specified in the terms of issue but such rights may at any time be varied in accordance with the provisions of section 141 of the Act.



**3. RESTRICTIONS ON TRANSFER OF SHARES**

The directors may in their absolute discretion and without giving any reason, refuse to register any transfer of any share, whether or not it is fully paid share.

**4. PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OF THE COMPANY**

The company shall not allot any new or unissued shares unless the same are offered in the first instance to all the shareholders or to all the shareholders of the class or classes being issued in proportion as nearly as may be to their existing holdings. The offer to existing shareholders shall be by notice specifying the number of shares to which the shares to which the shareholder is entitled to subscribe and limiting a time, not being less than twenty-eight days after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined. On the receipt of an intimations from the shareholder that he declines to accept the shares offered or after the expiration of the stipulated time, as the case may be, the board of directors may, subject to the terms of any resolution of the company, dispose of the shares at a price not less than that specified in the offer, in such manner as they think most beneficial to the company. Regulations 4 and 5 above are not alterable except with the unanimous consent of all the members of the company.

**5. COMMISSIONS AND BROKERAGE**

The company may exercise the powers of paying commissions conferred by section 131 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section. Such commission may be satisfied by the payment of cash or the allotment of fully





or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

## 6. ALTERATION OF CAPITAL

The company may from time to time by ordinary resolution effect an alteration of its share capital in any of the ways set out in section 100 of the Act. Subject to the provisions of the Act on reduction of capital, the company may, whenever it considers it expedient to do so, by special resolution reduce its share capital, any capital redemption fund or any share premium account.

## 7. MEETINGS

The annual general meeting shall be held at such time and place as the director shall appoint. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act, the director present shall elect one of their number to be chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within thirty minutes after the time appointed for the holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

## 8. VOTING

No member shall be entitled to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid.



## 9. THE SEAL

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the director or of a committee of the directors authorised by the director that behalf and every instrument to which the seal is affixed shall be signed by the director and countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

## 10. NOTICE

A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Nigeria) to the address, if any, within Nigeria supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected at the expiration of seven days after the letter containing the notice is posted.



SN	NAME AND ADDRESS OF SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	Name: DUZE LAVAL MOHAMMED KAMAL Address: FLAT E4, C DRIVE, FOXTROX CLOSE, LOKOGOMA DISTRICT, (ABUJA, FCT)	
2	Name: BELLO YUSRAH AHMED Address: FLAT E4, C DRIVE, FOXTROX CLOSE, LOKOGOMA DISTRICT, (ABUJA, FCT)	

Dated this 16TH day of OCTOBER 2020

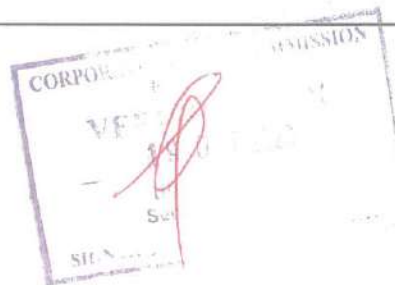


Particulars of witness to the above signatures: -

Name of Witness: NWOSU IFEANYI NNAKA

Address of Witness: SUITE A25 MAITAMA SHOPPING COMPLEX, MAITAMA, ABUJA.

Occupation of Witness: LEGAL PRACTICE



Verify Electronic Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert. No:

2020-8598-48103-69109