

LAST WILL AND TESTAMENT OF

REGINALD ABRAHAM MENGI

I **Reginald Abraham Mengi** of 132 Msese Road, Kinondoni District, P. O Box 163, Dar es Salaam hereby declare that this is my Last Will and Testament.

ARTICLE 1 PRELIMINARY DECLARATIONS

1. I revoke all prior wills, codicils and testamentary dispositions made by me.
2. I have a spouse named Jacqueline Ntuyabaliwe Mengi and all references in this Will to my spouse refer to Jacqueline Ntuyabaliwe Mengi.
3. I have two living twin children with my spouse namely, Jayden Kihoza Mengi and Ryan Saashisha Mengi. All references in this Will to my "twin child or twin children" refer to the above child or children.
4. I have divorced from Mercy Anna since 13th March 2015. All references in this Will to my "divorced wife" refer to Mercy Anna.
5. I had three children with my divorced wife, namely Regina Mengi and Abdiel Mengi who are still living and Rodney Mutie Mengi who has passed away. All references in this Will to my children with my divorced wife refer to Rodney Mutie Mengi, Regina Mengi and Abdiel Mengi.
6. I have established a foundation called The Rodney Mutie Mengi Heart Foundation Limited in memory of my son Rodney Mengi.

Certified True Copy of the Original
Sign: *[Signature]* Date: 22/6/2019
ROBERT R. RUTAHWA
Advocate, Notary
Public & Commissioner for Oaths


ARTICLE 2
SPECIFIC BEQUESTS AND DEVICES

7. I bequeath my entire interest in the real property which was my residence at the time of my death, together with any insurance on such real property to my spouse and twin children equally. If my spouse has predeceased me her interests shall pass to my twin children equally and if any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
1. I bequeath all my shares in IPP Limited to my twin children equally. If any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
2. I bequeath my shares in Bonite Bottlers Limited to my twin children equally. If any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
3. I bequeath all my shares in ITV-Independent Television Limited to my twin children equally. If any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
4. I bequeath all my shares in The Guardian Limited to my twin children equally. If any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
5. I bequeath all my shares in East Africa Television Limited to my twin children equally. If any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.

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6. I bequeath all my shares in Infocom Technologies Limited to my twin children equally. If any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
7. I bequeath all my shares in Prime Estates Limited to my spouse and twin children equally. If my spouse has predeceased me her interests shall pass to my twin children equally and if any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
8. I bequeath all my shares in the following companies (the companies) to my spouse and twin children equally :-
 - a. IPP Gold Limited which owns 149,333,333 shares in Handeni Gold Inc.
 - b. Gold Africa Limited which owns 90% shares in Reef Gold Limited.
 - c. M. Mining Limited which owns 85% shares in Tanzanite Africa Limited.
 - d. Free Africa Limited which owns 70% shares in Reine Gemstones Limited.
 - e. Tanzanite Africa Limited
 - f. Tanzania Gem Centre Limited
 - g. Diamonds Africa Limited
 - h. Tanza Diamonds Limited
 - i. Tanzania Oil & Gas Limited.
 - j. Energy Tanzania Limited.
 - k. Oil & Gas Resources East Africa Limited.

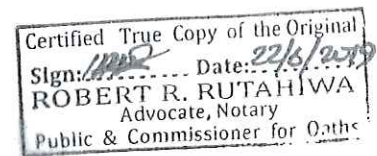
Certified True Copy of the Original
Signed:  Date: 22/6/2019
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If my spouse has predeceased me her interests shall pass to my twin children equally, and if any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.



9. I bequeath my entire interest in any personal automobile(s), household goods, furnishings, tools and tangible articles of a personal nature not otherwise disposed of in this Will to my spouse and twin children equally. If my spouse has predeceased me her interests shall pass to my twin children equally, and if any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
10. I bequeath all of my interest in any personal clothing and jewelry to my twin children. If any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.
11. I bequeath all my cash in bank accounts to my spouse and my twin children equally. If my spouse has predeceased me her interests shall pass to my twin children equally and if any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.

The devises and bequests of this Article 2 are intended to be specific devises or bequests.



ARTICLE 3 DISTRIBUTION OF RESIDUE OF THE ESTATE

12. I bequeath all of the residue and remainder of my Estate after payment of all my just debts, expenses, taxes, administration costs and individual devises and bequests, to my spouse and my twin children equally. If my spouse has predeceased me her interests shall pass to my twin children equally, and if any of my twin children has predeceased me his interest shall pass to his surviving twin brother. And if the surviving twin brother has predeceased me his interest shall pass to his surviving child(ren) equally.

13. If any such named beneficiary or member of a class of beneficiaries fails to survive me, declines the gift or is no longer in existence (collectively "pre-deceased"), I direct that said pre-deceased beneficiary's share (as computed had said beneficiary not pre-deceased me) shall pass equally to the beneficiaries named in this Will, and if any such beneficiary/beneficiaries has/have pre-deceased me, his or her share shall pass to his or her surviving child(ren), equally.
14. If there exist no such surviving beneficiary or contingent beneficiaries as named above at the time of my death, then my estate shall pass to the Rodney Mutie Mengi Heart Foundation Limited.

**ARTICLE 4
EXECUTOR AND ADMINISTRATIVE POWERS**

15. I nominate Benson Benjamin Mengi, William Onesmo Mushi, Zoeb Hassuji and Sylvia Novatus Mushi to serve as Executors of my Estate. If any of the Executors fail or are unable for any reason to serve as Executors of my Estate, I nominate Shimimana Ntuyabaliwe as the alternate or successor Executrix of my Estate.

**ARTICLE 5
GUARDIANSHIP PROVISIONS**

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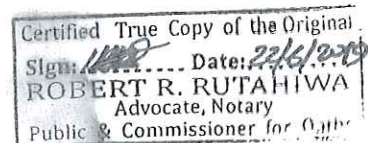
16. If, at my death, my twin children or any of them are or is under the age of 18 years and such children or such child do not have or does not have a living parent, I nominate Shimimana Ntuyabaliwe, Benson Benjamin Mengi and William Onesmo Mushi to serve as legal guardians of such child or children.



ARTICLE 6
TESTAMENTARY TRUST FOR MINOR CHILD(REN)

- 17.If my twin children or any one of them is under the age of 21 at the time of my death, I direct that any, part of or all said assets bequeathed, transferred or gifted to them or him be held in trust until they or him reach or reaches the age of 21. In this respect, I hereby nominate my spouse Jacqueline Ntuyabaliwe Mengi to serve as the trustee of such Testamentary Trust. If my spouse Jacqueline Ntuyabaliwe Mengi is for any reason unable or unwilling to serve as trustee, then I nominate Shimimana Ntuyabaliwe to serve as the trustee of such Testamentary Trust.
- 18.The Trustee may, in the Trustee's discretion, employ and rely on the advice given by any attorney, accountant, investment advisor, or other agent to assist the Trustee in the administration of this Trust. Reasonable compensation for services performed by any such agent shall be paid from either principal or income of the Trust estate.
- 19.As long as my twin children or any one of them are or is in their or his minority, the Trustee shall pay to them or him as much of the Trust income as the Trustee, in the Trustee's discretion, considers necessary for their or his support, health, and education. In making these distributions, the Trustee may consider other income or resources available to them or him.
- 20.Upon the Minor twin children or child attaining the age of 21 years, the Trustee shall distribute to each of them or him his respective share of the then remaining principal and income.


Article 7
GENERAL PROVISIONS



- 21.I have intentionally omitted making provisions for all of my heirs who are not specifically mentioned and included herein. I generally and specifically disinherit each, any and all persons who ever claim to be, or who may lawfully be determined to be, my heirs at law, except such as are mentioned in this Will. If any such persons shall contest in any court the provisions of this Will, then each and all such persons shall not be entitled

to any devise, legacies, bequests or benefits under this Will or codicil hereto. To each of such person or persons who are successful in claiming under this Will or to a portion or all of my Estate, I hereby give One Thousand Tanzanian Shillings (TZS 1,000.00).

22. I direct that all my debts and obligations, including funeral expenses and expenses related to my last illness be paid as soon after my death as practical; except that any mortgage indebtedness or other long term contractual indebtedness secured either by real or personal property, or both, which may exist as a part of my Estate, may be continued and assumed by the recipient of such property.
23. If any beneficiary or beneficiaries of this Will shall contest this Will or in any manner attempt to have it or any trust or beneficial interest created by it declared invalid, such person or persons shall receive no benefits from or interests under this Will, and my Will shall be carried out as if such person or persons has pre-deceased me.
24. Unless specifically set forth in writing and acknowledged by the donee thereof, any gift I have made or will make during my lifetime shall not be treated as a satisfaction, in whole or in part, of any devise or bequest in my Will.
25. If any beneficiary or recipient of any bequest named in my Will disclaims all or part of a gift, the portion of the gift disclaimed shall be distributed as if the disclaimant had not survived me as provided in my Will.
26. If any provisions of this Will are deemed unenforceable, the remaining provisions shall remain in full force and effect.

Certified True Copy of the Original
Sign:  Date: 22/6/2019
ROBERT R. RUTAHIWA
Advocate, Notary
Public & Commissioner for Oaths



On this the 17th August 2017 at Dar es Salaam, I hereby sign this document and declare it to be my last Will.




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This instrument, consisting of 9 pages, including the witnessed signature page, was signed on this date by Reginald Abraham Mengi and in our presence he declared this instrument to be his last Will. At his request and in his presence and in the presence of each other, we herewith subscribe our names as witnesses hereto. Each of us observed the signing of this Will by Reginald Abraham Mengi and by each other subscribing witness and affirm that each signature is the true signature of the person whose name was signed.

Each of us is now more than eighteen (18) years of age and a competent witness and resides at the address set forth after their name.

We believe Reginald Abraham Mengi is over the age of eighteen (18) years, is of sound mind and is not acting under duress, menace, fraud, misrepresentation, or undue influence.

We declare under penalty of perjury under the laws of Tanzania that the foregoing is true and correct.

Executed on this the 17th August 2017 at Dar es Salaam, Tanzania.

Certified True Copy of the Original
Sign:  Date: 22/8/2017
ROBERT R. RUTAHIWA
Advocate, Notary
Public & Commissioner for Oaths



First Witness:

Florence Msaki

Residing at House Plot No. 13 Mwananyamala, Kinondoni District,
Dar es Salaam Region,
Dar es Salaam
Tanzania



Signature

Second Witness:

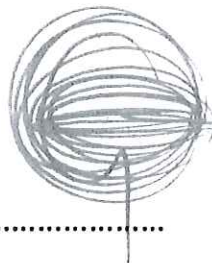
Grace Delicia Maleto

Residing at Plot No. 1372 Kigogo Kati, Kinondoni District, Dar es Salaam Region,
Dar es Salaam
Tanzania


Signature

Certified True Copy of the Original
Sign:  Date: 22/6/2019
ROBERT R. RUTAHIWA
Advocate, Notary
Public & Commissioner for Oaths

Before me



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Commissioner for Oaths & Notary Public



