

Investor Partnership Structure Proposal

Strategic Gold Recovery & Processing Project

Silobela, Zimbabwe

Partnership Overview

This proposal outlines the proposed investment and ownership structure for the development of the gold mining, tailings recovery, and centralized gold processing project located in Zimbabwe.

The objective of the partnership structure is to create a balanced, transparent, and investor-friendly framework that:

- protects investor capital,
- supports long-term operational sustainability,
- aligns shareholder interests,
- and ensures efficient project growth and expansion.

The proposed structure recognizes both:

- the financial contribution of the investor,
- and the existing asset, development work, operational groundwork, and long-term management responsibilities contributed by the Founder.

Proposed Investment Structure

Investor Contribution

The Investor will provide capital funding for:

- Processing plant development
- Equipment acquisition
- Infrastructure construction
- Working capital
- Operational expansion
- Logistics and transport
- Processing chemicals and consumables
- Project scaling and development

Founder Contribution

The Founder has already contributed:

- Existing mining asset
- Exploration work
- Geological assessments
- Geomagnetic survey reports
- Existing shaft development
- Existing gold production activity
- Laboratory assay testing
- Regional artisanal mining relationships
- Tailings recovery partnerships
- Operational planning and project development

The Founder will continue to oversee:

- Operational management
- Strategic partnerships
- Feedstock sourcing
- Government and regulatory coordination
- Community relations
- Production oversight
- Technical coordination
- Business development activities

Proposed Equity Structure

During Capital Recovery Phase

During the initial investment recovery period, ownership is proposed as follows:

Shareholder Equity Participation

Investor	60%
Founder	40%

This structure provides the Investor with majority participation during the higher-risk capital recovery stage of the project.

Investor Capital Protection

The proposed structure is designed to prioritize investor capital protection through:

- priority recovery of invested capital,
- preferred return mechanisms,
- transparent operational reporting,
- auditable financial records,
- and structured recovery procedures.

Preferred Investor Return

The Investor's capital contribution shall be repaid from project cash flow together with a preferred return structure calculated after:

- statutory royalties,
- government obligations,
- and operating expenses.

The preferred return mechanism is intended to provide the Investor with attractive investment protection and project participation during the recovery phase.

Founder Capital Recognition

The Parties acknowledge that the Founder has already advanced capital towards:

- exploration activities,
- geological studies,
- permitting,
- operational development,
- laboratory testing,
- and project establishment.

This contribution represents real project development capital invested prior to external funding and forms part of the project's established value foundation.

Founder Capital Recovery

Founder development capital shall be treated as reimbursable project development expenditure and repaid from operational cash flow separately from equity participation.

This structure ensures:

- fairness to both parties,

- recognition of pre-development expenditure,
- and clear separation between equity ownership and reimbursable development costs.

Ownership Rebalancing After Investor Recovery

Upon:

- full repayment of Investor capital,
- and completion of the agreed preferred return obligations,

the proposed ownership structure shall automatically rebalance as follows:

Shareholder Equity Participation

Founder 51%

Investor 49%

Why Ownership Rebalancing Is Important

The proposed ownership rebalancing structure is designed to:

- maintain long-term operational leadership,
- support project continuity,
- preserve strategic alignment,
- and incentivize sustainable long-term growth.

The Founder remains responsible for:

- operational management,
- regulatory compliance,
- community relations,
- workforce coordination,
- and long-term project expansion.

Maintaining long-term Founder participation helps support operational stability and future project scalability while still preserving strong Investor participation within the project.

Transparency & Reporting

The project will maintain:

- transparent financial reporting,
- auditable operational records,
- production reporting,
- cost reporting,

- and investor access to operational information.

Both Parties will have access to:

- production data,
- revenue reporting,
- operational cost records,
- and financial statements.

Long-Term Growth Strategy

The project's long-term growth strategy includes:

- expansion of processing capacity,
- increased regional tailings partnerships,
- additional exploration activities,
- expanded gold buying operations,
- and future recovery infrastructure development.

The partnership structure is designed to support future refinancing, operational expansion, and long-term shareholder value creation.

Strategic Advantages of the Partnership

Existing Operational Foundation

The project already includes exploration work, assay data, operational groundwork, and regional mining partnerships.

Multiple Revenue Streams

The operation combines:

- mining,
- milling,
- vat leaching,
- tailings recovery,
- gold buying,
- and centralized processing.

Scalable Recovery Infrastructure

The planned 200TPD processing plant provides scalability for future operational growth.

Strong Regional Feedstock Potential

The surrounding artisanal mining region provides long-term access to:

- historical dump material,
- customer milling sands,
- vat leached tailings,
- and low-grade ore opportunities.

Conclusion

This proposal represents an opportunity to participate in the development of a scalable gold recovery and processing operation strategically positioned within one of Zimbabwe's active artisanal mining regions.

The proposed partnership structure is designed to:

- protect investor capital,
- support sustainable operational growth,
- align long-term shareholder interests,
- and create a balanced framework for future project expansion.

We welcome the opportunity to engage in further discussions regarding investment participation, joint venture structures, and long-term strategic collaboration.

Contact Information

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