

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number 11699780

The Registrar of Companies for England and Wales, hereby certifies that

REDSEA METALS AND MINING LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **27th November 2018**



* N11699780S *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: 27/11/2018

X7JMD0UP

Company Name in full:

REDSEA METALS AND MINING LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**SALISBURY HOUSE LONDON WALL
LONDON
UNITED KINGDOM EC2M 5PS**

Sic Codes:

08990

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Secretary 1

Type: Person

Full Forename(s): MR DOMINIC

Surname: **TRAYNOR**

Service Address: recorded as Company's registered office

The subscribers confirm that the person named has consented to act as a secretary.

Company Director ***1***

Type: Person

Full Forename(s): DAVID ANTHONY

Surname: **ARGYLE**

Service Address: recorded as Company's registered office

Country/State Usually Resident: **BRAZIL**

Date of Birth: ****/07/1961** *Nationality:* **AUSTRALIAN**

Occupation: COMPANY DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Company Director **2**

Type: Person

Full Forename(s): MR DOMINIC

Surname: **TRAYNOR**

Service Address: recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1976** *Nationality:* **BRITISH**

Occupation: SOLICITOR

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	2
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	2
<i>Prescribed particulars</i>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	2
		<i>Total aggregate nominal value:</i>	2
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **DAVID ANTHONY ARGYLE**

Address **SALISBURY HOUSE
LONDON WALL
LONDON
UNITED KINGDOM
EC2M 5PS**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **DOMINIC TRAYNOR**

Address **SALISBURY HOUSE
LONDON WALL
LONDON
UNITED KINGDOM
EC2M 5PS**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **DAVID ANTHONY ARGYLE**

***Country/State Usually
Resident:*** **BRAZIL**

Date of Birth: ****/07/1961** ***Nationality:*** **AUSTRALIAN**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MR DOMINIC TRAYNOR**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1976** ***Nationality:*** **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **DAVID ANTHONY ARGYLE**

Authenticated **YES**

Name: **DOMINIC TRAYNOR**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

RedSea Metals and Mining Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

David Anthony Argyle

Dominic Traynor

Dated this 27th day of November 2018