

FILE COPY



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

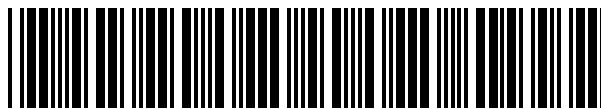
Company Number **15235230**

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

CRITICAL MINERALS INTERNATIONAL ALLIANCE LTD

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 **25th October 2023**



N152352308



Companies House



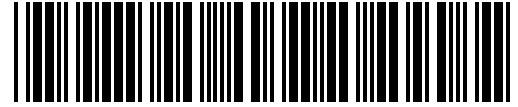
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **23/10/2023**

XCEQ7TT5

Company Name in full: **CRITICAL MINERALS INTERNATIONAL ALLIANCE LTD**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **OFFICE 1 2A CURZON ROAD
EALING
LONDON
UNITED KINGDOM W5 1NF**

Sic Codes: **09900**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR JEFFREY GUY**

Surname: **TOWNSEND**

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/10/1980** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

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 SHARES A	<i>Number allotted</i>	250000
		<i>Aggregate nominal value:</i>	25
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

<i>Class of Shares:</i>	ORDINARY SHARES B	<i>Number allotted</i>	100000
		<i>Aggregate nominal value:</i>	10
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

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<i>Class of Shares:</i>	ORDINARY SHARES C	<i>Number allotted</i>	50000
		<i>Aggregate nominal value:</i>	5
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

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<i>Class of Shares:</i>	ORDINARY SHARES D	<i>Number allotted</i>	50000
		<i>Aggregate nominal value:</i>	5
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

<i>Class of Shares:</i>	ORDINARY SHARES E	<i>Number allotted</i>	50000
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	5
<i>Prescribed particulars</i>			

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	500000
		<i>Total aggregate nominal value:</i>	50
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **PATHWAY STRATEGIES LTD**

Address **OFFICE 1 2A CURZON
ROAD
EALING
LONDON
UNITED KINGDOM
W5 1NF**

Class of Shares: **ORDINARY SHARES A**

Number of shares: **250000**

Currency: **GBP**

*Nominal value of each
share:* **0.0001**

Amount unpaid: **0**

Amount paid: **0.0001**

Name: **OLIMPIA PILCH**

Address **OFFICE 1 2A CURZON
ROAD
EALING
LONDON
UNITED KINGDOM
W5 1NF**

Class of Shares: **ORDINARY SHARES B**

Number of shares: **100000**

Currency: **GBP**

*Nominal value of each
share:* **0.0001**

Amount unpaid: **0**

Amount paid: **0.0001**

Name: **COMMONWEALTH
CRITICAL MINERALS
ASSOCIATION**

Class of Shares: **ORDINARY SHARES C**

Address **6TH FLOOR 100
LIVERPOOL STREET
LONDON
UNITED KINGDOM
EC2M 2AT**

Number of shares: **50000**

Currency: **GBP**

*Nominal value of each
share:* **0.0001**

Amount unpaid: **0**

Amount paid: **0.0001**

Name: **CRITICAL MINERALS
ASSOCIATION USA**

Class of Shares: **ORDINARY SHARES D**

Address **PO BOX2 314
ARLINGTON
VIRGINIA
UNITED STATES**

Number of shares: **50000**

Currency: **GBP**

*Nominal value of each
share:* **0.0001**

Amount unpaid: **0**

Amount paid: **0.0001**

Name: **CRITICAL MINERALS
ASSOCIATION AUSTRALIA**

Address **41/67 LANDIS ST
MCDOWALL
QUEENSLAND
AUSTRALIA
QLD4 053**

Class of Shares: **ORDINARY SHARES E**

Number of shares: **50000**

Currency: **GBP**

*Nominal value of each
share:* **0.0001**

Amount unpaid: **0**

Amount paid: **0.0001**

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

Relevant Legal Entity (RLE) details

Company Name: **PATHWAY STRATEGIES LTD**

Service Address: **OFFICE 1 2A CURZON ROAD
EALING
LONDON
UNITED KINGDOM
W5 1NF**

Legal Form: **COMPANY LIMITED BY SHARES**

Governing Law: **COMPANIES ACT 2006**

Register Location: **ENGLAND**

Country/State: **UNITED KINGDOM**

Registration Number: **15203964**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity 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 relevant legal entity 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.

<i>Name:</i>	PATHWAY STRATEGIES LTD
<i>Authenticated</i>	YES
<i>Name:</i>	OLIMPIA PILCH
<i>Authenticated</i>	YES
<i>Name:</i>	COMMONWEALTH CRITICAL MINERALS ASSOCIATION
<i>Authenticated</i>	YES
<i>Name:</i>	CRITICAL MINERALS ASSOCIATION USA
<i>Authenticated</i>	YES
<i>Name:</i>	CRITICAL MINERALS ASSOCIATION AUSTRALIA
<i>Authenticated</i>	YES

Authorisation

<i>Authoriser Designation:</i>	subscriber	<i>Authenticated</i>	YES
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COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

CRITICAL MINERALS INTERNATIONAL ALLIANCE LTD

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.

Name of each subscriber	Authentication
PATHWAY STRATEGIES LTD	Authenticated Electronically
OLIMPIA PILCH	Authenticated Electronically
COMMONWEALTH CRITICAL MINERALS ASSOCIATION	Authenticated Electronically
CRITICAL MINERALS ASSOCIATION USA	Authenticated Electronically
CRITICAL MINERALS ASSOCIATION AUSTRALIA	Authenticated Electronically

Dated: 23/10/2023