

TERM SHEET for MOU

Memorandum of Understanding

This Memorandum of Understanding (MOU) dated the th of xxxxxx 2009, is between;

XXX Ltd or its nominee, a company incorporated in Labuan, Malaysia with address at
xx, Malaysia, **Phone:**
xxxxxxxxxxxxxxxxxxxxx Email: xxxxxxxxxxxxxxxxxxxx and represented, with written authority, by
Mr xxxx xxxxxxxx, hereafter referred to as “XXX”, or its nominee,

And

Xxxxxxxxxxxxxx Ltd , a company incorporated in XXXXXXXXXXXXX, [Country] XXXXXX
with address at XXXXXXXXXXXXXXXXXXXX, and represented, with written authority, by the
[position]XXXXXXXXX of the corporation, Mr.XXXXXXXXXXX, hereafter referred to as
the “PROJECT OWNER”

RECITALS

- XXX in the business of investment, business development and international trade.
- PROJECT OWNER is in the business of Gold Mining.
- PIC and PROJECT OWNER (the “Parties”) have agreed to work together to explore and commercialize a project known as the “**Gold Project**”.
- This agreement will set out the basis of the Parties understanding of how they will work together.

UNDERSTANDING

The parties agree that:

- A Special Purpose Vehicle (SPV) will be set up in (one to be chosen)
 - Labuan, Malaysia
 - Cayman Islands
 - BVI
 - Dubai (DIFC) or one of the UAE Free zones
 - Isle of Man

- The Initial cost of the project will be covered as follows:

<u>ITEM</u>	<u>Who will cover cost</u>
Incorporate Company (SPV)	(PROJECT OWNER)
Gold License/import authority	(PROJECT OWNER)

- XXX (or nominees) will hold 15 % of the SPV
- the PROJECT OWNER (or nominees) will hold 85% of SPV
- The PROJECT OWNER will then:
 1. Sign a contract with its subsidiary SPV, allowing and authorizing the SPV to manage the import of gold, and transferring of funds as required.
 2. Make all in situ arrangements regarding the readiness of the gold so as it can be picked up and exported by the transport company.
- XXX will:
 1. Arrange for the transport company to be contracted.
 2. Arrange for an account with the transport company.
 3. Arrange the gold license for the SPV or authority for the SPV to import the gold into Switzerland.
 4. Setup and manage a Swiss office so handle all future importing of gold, refining and payments through the escrow agent.
 5. Setup an escrow agent that will administer all funds from gold proceeds, and disbursements to shareholders.

ROLES AND RESPONSIBILITIES

- **PROJECT OWNER will be responsible for:**
 - Funding Corporate structure
 - Funding Legal costs
 - All on site (Africa) preparations including sourcing of gold.

- **XXX will be responsible for:**
 - Operating and managing the SPV.
 - Sourcing law firm, and escrow agent(s).
 - All importing of gold duties and responsibilities.
 - Liaising with Project Owner,
 - Liaising with refinery (where XXX has an account).
 - facilitating all legal issues for Project owner representatives in Switzerland.
 - facilitating and processing all end product gold sales

PROCESS

1. This MOU term sheet agreed to and finalized.
2. An MOU drafted.
3. The MOU signed by both parties.
4. Quotes and Invoices arranged by XXX in name of Project owner from the respective service providers (law firms, Trustee companies etc.)
5. Project Owner pays upfront for respective costs by transferring funds to respective entities.
6. Structures setup.
7. License or authority for importing gold into Switzerland arranged by XXX.
8. All documentation is finalised.
9. Project owner travels to Zurich with Gold samples to meet XXX.
10. Gold taken to refinery(ies).
11. Account(s) with refineries opened.
12. Gold Samples refined and funds transferred as per an agreed schedule.
13. Transport company visited.
14. Project Owners return to Africa/ South America / Other countries, and make arrangements for next lifts.
15. Next lifts are picked up by the transport company, refined, and funds deposited into the respective accounts.
16. Process is repeated.

JURISDICTION

This MOU is written and signed under the laws of Labuan, Malaysia.

SIGNATURES

By signing below the Parties agree with all that is stated in this document.

XXX

Signature

PRINT NAME

Date : _____

PROJECT OWNER

SIGNATURE

PRINT NAME

Date: _____