

Our Ref: C/BRJ/o88/TUL1/16

January 13, 2017

Ms Alisha Damron Seruyange
Terra Nova Academy Limited
Plot 176 Block 250
Bunga via Naduli Road
P.O.Box 32234 Clock Tower
Kampala, Uganda

Dear Alisha,

ENGAGEMENT LETTER - COMPANY SECRETARIAL SERVICES

Thank you for engaging us to provide Company Secretarial Services to Terra Nova Academy Limited. Mr. Robert Busuulwa will be your main point of contact and will have primary responsibility for this assignment, on our behalf. This engagement letter, the attached schedule of services together with our standard terms and conditions set out the basis on which we act.

1. Routine Secretarial Services

- 1.1. We will carry out the following secretarial activities as detailed below;
- 1.2. Prepare minutes of the Board Meeting, where applicable, and or resolutions thereto for the approval of the Financial Statements and the Directors' Report,
- 1.3. Prepare the notice, proxies and minutes of the Annual General Meeting (AGM),
- 1.4. Attend the AGM and take minutes therefrom, send for review by the Chairman and circulate the same to all directors and or shareholders,
- 1.5. Complete and file the Annual Return Form for the company,
- 1.6. Act as Company Secretary to Classic Africa Safaris Limited/ and Fisherman's Lodge.

2. Secretarial Records

We will also undertake a review of the company's secretarial records at the Uganda Registration Services Bureau in Kampala. This review or investigation will include;

- 2.1. Preparation, completion and filing of any outstanding Annual Returns.

- 2.2. Preparation and filing of any minutes of the Board of Directors meeting dealing with matters pertaining to opening of bank account, issuing of share certificates, appointment of auditors etc,
- 2.3. Preparation of minutes dealing with the transfer and allotment of shares and changes in directors in the company,
- 2.4. Preparation and filing of any other returns of particulars required to be filed with the Registrar of Companies,
- 2.5. Opening and updating the Statutory Books of the Company including the Register of Members and Minute Book and issue of share certificates.

3. Other Secretarial Services

Should you require any additional company secretarial work, not covered in the above two paragraphs, we will be pleased to discuss its scope and remuneration. This additional work may include, but not limited to such matters as;

- 3.1. Advice on payment of dividends, preparation of dividend notices and resolutions thereof,
- 3.2. Preparation of resolutions in respect of changes in capital, shareholders, directors and name of the company,
- 3.3. Processing share transfers and allotments and issue of share certificates including advice on various implications such as Stamp Duty,
- 3.4. Preparation of resolutions in respect of bank arrangements and completion of the requisite forms,
- 3.5. Custody and administration of the use of the company seal, preparation of resolutions for ratification by the Board of Directors,
- 3.6. Company advice on capitalisation, restructuring, and other reorganisations.

4. Professional Fees

Our fees will be an annual retainer of **USD 200 (Two Hundred United States Dollars)** covering the routine secretarial services enumerated above as quoted and agreed in our proposal letter to you, for year ending December 31, 2017.

Our fees are exclusive of VAT which is presently 18%. Whilst we anticipate minimal extra costs to be borne by us, we would also charge any disbursements incurred primarily for local travel, stationery and other incidentals, at cost.

We will present to you, for payment, the Registrar of Companies' charges for filing the returns, resolutions, notices etc. Where we do pay these costs however, we will recover them as disbursements. Disbursements are not liable to VAT.

The annual fee for routine Company Secretarial Services is subject to review from time to time but would not be reviewed before the company's year ending December 31, 2017.