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**MINING LEASE AGREEMENT BETWEEN THE GOVERNMENT  
OF SIERRA LEONE AND LONDON MINING COMPANY  
LIMITED**

THIS AGREEMENT is made this 31st day of December 2009.  
**BETWEEN THE GOVERNMENT OF THE REPUBLIC OF SIERRA LEONE**  
represented by the Minister of Mineral Resources (hereinafter referred to as "GOSL") of the  
**ONE PART, AND LONDON MINING COMPANY LIMITED**, a limited liability  
company incorporated under the provisions of Cap. 249 of the Laws of Sierra Leone 1960  
with registration number C.F. 145/2006 and with its registered offices at [27 Old Railway  
Line] Freetown in the Western Area of the Republic of Sierra Leone (hereinafter referred to  
as "**LONDON MINING**", which expression shall, where the context admits, include its  
lawful assigns) of the **OTHER PART**.

**WHEREAS**

- a) By the Mining Lease, the GOSL demised and granted to London Mining the minerals contained in Schedule B thereto in the area described in Schedule A thereto together with the rights referred to therein for a term of twenty-five (25) years as from the 31<sup>st</sup> of August 2009 upon the terms and conditions therein stated;
- b) The Parties hereto have agreed to enter into this Mining Lease Agreement (the 'Agreement') as a supplemental agreement to the Mining Lease.

**IT IS HEREBY AGREED AS FOLLOWS:**

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DEPARTMENT OF TAXATION

## **DEFINITIONS**

In this Agreement the following expression shall unless the context requires otherwise, have the following meanings:

**“Gross Iron Ore Sales Price”**: the final gross sales price per metric tonne “free-on-board” the vessel at the Sierra Leone offshore loading facility.

**“Gross Iron Ore Sales Revenues”**: the final revenues of the company in respect of a financial year calculated by reference to the tonnage of Iron Ore shipped by it in that year valued at the Gross Iron Ore Price.

**“Income Tax Act”**: The Income Tax Act 2000, of the Laws of Sierra Leone including any legislation amending the same or substitute thereof and all regulations and rules from time to time in force thereunder.

**“Minerals Act”**: the Mines and Minerals Act 2009, of the Laws of Sierra Leone, including any legislation amending the same or substituted thereof and all regulations and rules from time to time in force thereunder.

**“Mining Lease”** means Mining Lease NO.ML.2/09 dated the 31<sup>st</sup> of August 2009 made between the Government of Sierra Leone of the one part and London Mining of the other part and duly registered as No.27/2009 at page 144 in volume 8 of the Book of Mining Leases kept in the office of the Registrar General, Freetown and as amended from time to time;

**“Mining Lease Area”**: means the area described in Schedule A of the Mining Lease and as set out in Schedule A hereto;

**“Minister”**: means the Minister responsible for mineral resources

**“Prospecting and Mining Machinery, Plant, Equipment and Consumable Mining Supplies”**: shall have the meaning ascribed thereto in Sub-Clause 5(j) (ii) (iii) (iv) hereof

### **1.1 INTERPRETATION:**

Where the context so admits, words importing the singular shall include the plural and vice versa.

