



Kazakhstan mining company package

Client to provide

Company Reg. No.: 921530

Address to be provided

Date: Thursday, May 04, 2017

Invoice No: 2017 – 10 – 003p

Professional services for Kazakhstan LLP (without travel)	Notes	Year 1 US\$	Year 2 US\$
Kazakhstan LLP formation fees (without travel)	1.	6,200	0
Legal registered office fees	2.	1,100	1,100
Estimate of Kazakhstan Government registration fees	3.	550	0
Kazakhstan corporate bank account opening fees (without travel)	4.	3,950	0
Assistance to secure a mining license fee	5.	8,500	0
Kazakhstan Investor Visa application fee	6.	3,950	0
Temporary professional passive nominee resident director fees	7.	6,600	0
Tax and VAT registration fees	8.	950	0
Project management fees for a 4-month engagement	9.	3,250	0
Estimate of annual accounting and tax fees	10.	0	2,300
Total Healy Consultants Group PLC fees payable this month	11.	35,050	0
Estimate of Healy Consultants Group PLC fees payable after 12 months	12.		3,400

Note: this invoice needs to be tailored for each Client. The above services and fees represent the average requirements of our Clients. I recommend you carefully read the notes below to confirm and understand all services required by your Firm, eliminating the risk of unwanted fee surprises during the engagement;

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Notes to invoice above

1. Healy Consultants Group PLC fees to legally register our Client's Kazakhstan LLP. Within [4 weeks](#) my team and I will email you **i)** a company registration number **ii)** a corporate bank account number **iii)** a local city centre business address **iv)** a tax number and **iv)** a proforma Kazakhstan sales invoice template complying with Kazakh company law;

All [engagement fees](#) (click link) are agreed and paid up front and agree to the fees published on our country web pages. Consequently, there are no hidden fees, surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of a [detailed project plan](#), mapping out [deliverables](#) by week throughout the engagement term;



Every week during the engagement, Healy Consultants Group PLC will email our Client a [detailed status update](#). Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, skype, sms, WhatsApp, Viber, live chat and email and will communicate in your preferred language;

2. In accordance with [Law of the Republic of Kazakhstan on limited liability partnerships of 22nd April 1998](#), each Kazakhstan LLP shall as from the date of its registration have a registered office in Kazakhstan, to which all official Government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants Group PLC' Kazakhstan office will be the registered office address for your LLP. Thereafter, this address will be used to receive government correspondence including **i)** tax letters **ii)** notice of the legal annual return; and **iii)** all government communications. Most of our Clients wish to place [Healy Consultants Group PLC' office address](#) on invoices, contracts, websites and business cards;
3. This fee is an estimate of Government costs payable during your Firm's engagement. All Government fee payments will be supported by original receipts and invoices. Examples of Government costs include **i)** registration with the Ministry of Justice **ii)** registration of legal entity and obtaining digital signatures at Public Registration Center, **iii)** preparing a LLP seal **iv)** applying for business license. Following engagement completion, Healy Consultants Group PLC will refund our Client any excess of funds received over actual Government costs paid;

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4. Healy Consultants Group PLC will be pleased to open a Kazakhstan corporate bank account without our Client travel. It is a time consuming task, and Healy Consultants Group PLC will shelter our Client from the associated administrative challenges. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed LLP when shareholders, directors and bank signatories reside overseas. Healy Consultants Group PLC will prepare a business plan for the bank to optimize the probability of corporate bank account approval. Depending on our Client's business and nationality, there is a 20% probability the banks will request a bank signatory to travel for a one-hour bank interview. Healy Consultants Group PLC will try its best to negotiate with the bank for a travel exemption. If our Client must travel to Kazakhstan for corporate bank account opening, Healy Consultants Group PLC will refund our Client US\$950;

If our Client is not comfortable with only a Kazakhstan corporate bank account, Healy Consultants Group PLC will be pleased to open [an international corporate bank account](#) (click link) outside of Kazakhstan. Examples include New York, Germany, Liechtenstein, Austria, Bulgaria, South Africa, Australia, London, South America or Dubai. All banks will be top tier banks in these countries with excellent internet banking services. Example of our global banking partners include HSBC, Standard Chartered Bank, Citibank, Barclays, Standard bank, ANZ bank, VTB bank, UBS, Credit Suisse;

The banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC' control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. To date, we enjoy a 100% approval record because of [our global banking relationships](#) and determination;

Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;



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5. In accordance with Kazakhstan [Subsurface Law](#) each company looking to engage in mining and exploration activities must obtain a mining license. Healy Consultants Group PLC will assist our Client by **i)** preparing a quality detailed business plan reflecting our Client's proof of financial capacity and intended activities and **ii)** preparation of a quality proposal to the Kazakh Government and **iii)** submitting a comprehensive proposal and application to the [Ministry of Industry and New technologies](#) of Kazakhstan;
6. If required, Healy Consultants Group PLC will be pleased to assist your firm obtain investor [visa](#) approvals. Our fee is US\$3,950 for the first applicant, US\$2,950 for the second applicant and US\$1,950 per applicant thereafter. Our employee visa fees include preparation of a quality visa application and submitting to the correct Government immigration officers. The Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC' control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of visa approval;
7. In accordance with Kazakhstan law, each entity must register for corporate tax and VAT at the [State Revenue Committee](#). Healy Consultants Group PLC will be pleased to register the LLP for tax at a one-time fee of US\$950;
8. In accordance with the with [Law of the Republic of Kazakhstan on limited liability partnerships of 22nd April 1998](#), every Kazakhstan LLP director must have a Kazakhstan work permit. It takes at least 2 months to secure work permit approval. To efficiently and effectively secure LLP registration in a timely manner, most of our Clients request Healy Consultants Group PLC to appoint a temporary nominee resident director. If required, Healy Consultants Group PLC resident director service fee amounts to US\$6,600 per annum;

Furthermore, every bank signatory of a Kazakhstan corporate bank account must hold a Kazakhstan work visa. Consequently, we recommend our Clients' to appoint a director who will also be the bank signatory. Thereafter, Healy Consultants Group PLC will help our Client secure a Kazakhstan work visa for our Client;

9. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
 - a. thoroughly research and plan Kazakhstan business set up for our Client;
 - b. devising strategies to **i)** minimise the total engagement period **ii)** complete the engagement without our Client's representatives travelling **iii)** avoid the need for a Kazakh [national shareholder](#) and **iv)** avoid the need for a specific regulatory license;
 - c. agreeing the optimum corporate structure with our Client;

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- d. submitting a high-quality company incorporation application to the [Public Registration Center of Kazakhstan](#) (click link);
 - e. choosing the optimum regulatory license for our Client business activities (if required);
 - f. injecting the paid up share capital on our Client's behalf;
 - g. collating and supervising the legalisation and attestation and translation of Client documents;
 - h. weekly detailed engagement [status updates](#) to our Client and weekly Friday conference calls;
 - i. payment of retainer fees to multiple local lawyers and accountants;
 - j. ensuring our Client complies with local regulations and legally owns and controls the new entity;
 - k. ascertain the specific accounting, tax, legal and compliance considerations;
 - l. finding solutions to [challenges that occur](#) throughout the engagement;
 - m. determining the local and international tax obligations of the new entity, including corporate income tax, payroll taxes, withholding tax and sales taxes.
10. For an active trading LLP, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC fees to efficiently and effectively discharge your annual LLP accounting and tax obligations. Following receipt of a set of draft accounting numbers from your LLP, Healy Consultants Group PLC will more accurately advise accounting and tax fees. For a dormant LLP, Healy Consultants Group PLC fees are only US\$950;
11. All fees quoted in this invoice correspond to fees quoted [on Healy Consultants Group PLC's website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible that Healy Consultants Group PLC inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same. I apologize in advance if I or my staff made invoice errors;
12. Assuming our Clients re-engage Healy Consultants Group PLC in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of LLP registration;
13. The fees quoted in this invoice are a prediction of the fees required to efficiently and effectively complete this engagement in a timely manner. If during the engagement Healy Consultants Group PLC realizes that the project is more complex than anticipated, requiring a large additional investment of time, my Firm will revert to request additional fees. If Healy



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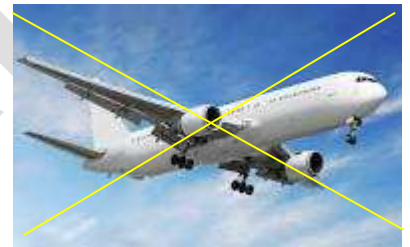
Healy Consultants



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Consultants Group PLC completes the engagement faster and more easily than expected, Healy Consultants Group PLC is happy to refund some fees to our Client;

14. There is no minimum [share capital](#) requirement in Kazakhstan for a small LLP, however the recommended paid-up share capital is US\$100,000, especially for a company looking to engage in mining activities. To optimize engagement efficiency and minimize delays, Healy Consultants Group PLC is happy to deposit these funds on behalf of our clients;
15. If our Client requires nominee shareholder and director [services \(click link\)](#), Healy Consultants Group PLC will be pleased to assist. Our fee for professional, passive nominee corporate shareholder amounts to US\$2,100 per annum. Our fee to be both non-resident nominee director and shareholder amounts to US\$6,600 per annum. Being the sole shareholders and sole director of a Client's LLP exposes Healy Consultants Group PLC to reputation, litigation and financial risk;
16. Engage Healy Consultants Group PLC to [project manage](#) business set up in every country on the planet. We are the best in the [world](#) at what we do, timely completing [the A to Z](#) of every country engagement;
17. If our Client and Healy Consultants Group PLC properly plan this engagement, our Clients' will ***not*** have to travel during this engagement. Healy Consultants Group PLC will efficiently and effectively complete LLP registration and corporate bank account opening in a timely manner without our Client presence. Instead, our Client will need to **i)** sign and get documents legalized in the embassy in their country of origin and **ii)** courier the originals to Healy Consultants Group PLC office;
18. Depending on our Client's business and nationality, the Kazakhstan Government may require a special regulatory license to carry on your business in the country. Healy Consultants Group PLC will assist our Client secure license approval; there may be additional engagement fees. However, the Government enjoys ultimate power of approval of LLP registration and business licenses;
19. Some of our Clients request Healy Consultants Group PLC to provide temporary shared [office space](#) for 6 months until their preferred business premises is found. If your Firm requires this service, our one-time fee is US\$950. Monthly rental thereafter is paid directly to the landlord, independently of Healy Consultants Group PLC;
20. Monthly, quarterly and mid-year Government tax obligations include monthly and quarterly payroll reporting, VAT and corporation tax return filing. If you need our help, Healy Consultants Group PLC can complete monthly Government reporting for a monthly fee of US\$860. Healy Consultants Group PLC monthly support will include **i)** receive in dropbox the monthly invoices



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from our client **ii)** label monthly bank statement transactions **iii)** preparation and submission of VAT returns and **iv)** submission of monthly employee payroll reporting;

- 21.** It is important our Clients are aware of their personal and corporate tax obligations in their country of residence and domicile. Let us know if you need Healy Consultants Group PLC help to clarify your local and international annual tax reporting obligations;
- 22.** During the engagement, shareholders and directors' documents may need to be translated into the local language; before the Government and Bank approves LLP registration and corporate bank account opening respectively. Consequently, our Client should budget for possible additional translation and embassy attestation fees. Either our Client or Healy Consultants Group PLC can complete this administrative task;

As always, Healy Consultants Group PLC will negotiate with all third parties to eliminate or reduce additional engagement costs. For transparency purposes, all third-party fee payments will be supported by original receipts and invoices. Examples of possible third party payments include **i)** embassy fees **ii)** notary public costs **iii)** official translator fees;

- 23.** Some of our Clients' require an [immediate Kazakh solution](#). With this strategy, within a day Healy Consultants Group PLC can supply our Client **i)** an existing dormant Kazakhstan LLP number and **ii)** an already approved Kazakhstan corporate bank account number and **iii)** a business address. Turnkey solutions are attractive to those entrepreneurs who wish to immediately close a country deal, sign a contract or invoice a customer;
- 24.** As stipulated on our [business website](#) and in section 3 of our engagement letter, Healy Consultants Group PLC will only commence the engagement following **i)** settlement of our fees and **ii)** completion and signing of our legal engagement letter;
- 25.** Healy Consultants Group PLC will only register your LLP after 75% of [due diligence documentation](#) is received by email. Healy Consultants Group PLC will only open a corporate bank account after 100% of the Client's original due diligence documentation is received by courier;
- 26.** During the annual renewal engagement with our Client, our in-house [Legal and Compliance Department \(click link\)](#) reviews the quality and completeness of our Client file. Consequently, Healy Consultants Group PLC may revert to our Client to ask for more up to date [due diligence documentation](#);
- 27.** To assist our Clients to minimize foreign exchange costs, we offer the payment in SG\$, Euro, Pounds or US\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;



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28. Some of our Clients' engage Healy Consultants Group PLC to [recruit \(click link\)](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Clients';
29. To efficiently and effectively complete your engagement in a timely manner, we recommend your Firm transfers these funds to Healy Consultants Group PLC corporate bank account. Thereafter, our Incorporation and Banking Team will aggressively advance your engagement, providing your Firm daily feedback as to engagement status. I would be grateful if you email us the bank transfer advice slip to enable my Accounting Department to accurately and timely identify bank receipts.

Thank you for your business and we look forward to working closely with you over the coming weeks as we [project manage \(click link\)](#) your Kazakhstan business set up engagement.

Best regards,

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

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