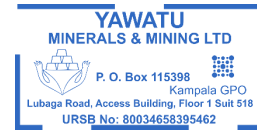


YAWATU MINERALS & MINING.

Prospectus



**1,000,000 SHARES
COMMON STOCK AT UGX 20,000 PER SHARE**

This is the initial offering of common stock of Yawatu Minerals & Mining and no public market currently exists for the issue being offered. We are offering for sale a total of 1,000,000 shares of common stock at a price of UGX 20,000 per share. The offering is being conducted on a self-underwritten, best effort, all-or-none basis, which means our office and/or director, Yawatu offices will sell the shares. This Prospectus will permit our office and/or director to sell the shares directly to the public, with commission or other remuneration payable to him for any shares he may sell. Mr. Makwasi Sam will sell the shares and intends to offer them to friends, family members and business acquaintances for a while working the registration process with capital markets authority and Uganda' security exchange. In offering the securities on our behalf, he will rely on his private agencies appointed. We have opened a DFCU bank checking account no **01660013163693** and Yawatu 256 wallet app to be used for the trading the stocks of the company. The shares will be offered at a price of Ugx 20,000 per share for a period of one hundred and eighty (180) days from the effective date of this prospectus, unless extended by our board of director for another 90 days.

Offering	Price Per Share	Commissions	Proceeds
Common Stock	Ugx 20,000	5%	UGX 20,000,000,000
Total	Ugx 20,000	Ugx 1,000,000,000	UGX 20,000,000,000

Yawatu Minerals & Mining is at prospecting stage of mining and currently has no operations. Any investment in the shares offered herein involves a degree of risk. You should only purchase shares if you understand risks of start-up investment. Our independent auditor has issued an audit opinion for Yawatu Minerals & Mining. which includes a statement expressing potential or ability to continue as a going concern.

As of the date of this prospectus, our stock is presently not traded on any market or securities exchange and we intend to manage the stocks through a private online exchange or yawatu 256 app.

The purchase of the stocks offered through this prospectus involves a degree of risk. You should carefully read and consider the section of this prospectus entitled "Risk Factors" on pages 4 through 9 before buying any shares of Yawatu Minerals & Mining's common stock.

The information in this prospectus is not complete and may be changed.

PROSPECTUS DATED Mar 31, 2025

PROSPECTUS

YAWATU MINERALS & MINING 1,000,000 SHARES COMMON STOCK

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PROSPECTUS SUMMARY

As used in this prospectus, unless the context otherwise requires, “we,” “us,” “our,” and “Yawatu” refers to Yawatu Minerals & Mining Ltd. The following summary is not complete and does not contain all of the information that may be important to you. You should read the entire prospectus before making an investment decision to purchase our common stock.

YAWATU MINERALS & MINING LIMITED

We are at prospecting stage in mining. We are engaged in the prospecting, acquisition and exploration of mineral properties and mines. Yawatu Minerals & Mining was incorporated Dec 2022 as private limited company and later upgraded it to public limited company. We intend to use the net proceeds from this offering to develop our business operations (See “Description of Business” and “Use of Proceeds”). Our performance as a private limited company is reflected in the audited statements is quite outstanding compared to our plans. This whole success is attributed to the commitment of the Yawatu team lead by our chief promoter Mr Makwasi sam. The principal executive offices are located at Lubaga Road Access building, first floor 518 Kampala Uganda.

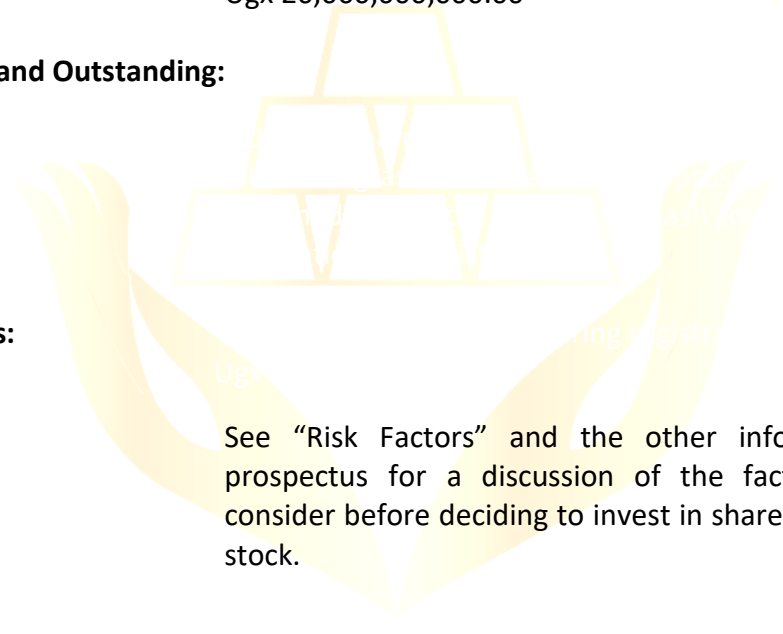
We received our initial funding of Ugx100,000,000 through the sale of common stock to our directors who purchased shares of common stock at Ugx 10,000 per share. From inception until the date of this filing, we have had no operating activities. Our financial statement from inception (Dec 2022) through the years ended June 30th 2024 report no revenues and a net cost of Ugx **386,994,000(Three hundred eighty six million, nine hundred ninety four thousand only)**. Our independent auditor has issued an audit opinion for Yawatu Minerals & Mining, which includes a statement expressing substantial potential and our interest to continue as a going concern for the next 12 months.

We currently are prospecting Uganda in different places and minerals including gold and colta so far. Our plan of operation is to conduct mineral exploration activities in order to assess whether our search results into finding deposits of minerals capable of commercial extraction.

We have not earned any revenues to date. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the prospecting stage of our business and we can hope to discover commercially exploitable levels of mineral resources on our research, or if such deposits are quantified, we will enter into further substantial exploration programs to confirm. Meanwhile the prospecting sites are promising to be commercially viable using primary indicators.

As of the date of this prospectus, there is no public trading market for our common stock but expect that a trading market for our securities will be developed soon.

THE OFFERING



The Issuer:	Yawatu Minerals & Mining Limited
Securities Being Offered:	1,000,000 shares of common stock
Price Per Share:	Ugx 20,000
Duration of Offering: unless	The shares are offered for a period not to exceed 180 days, extended by our Board of Directors for an additional 90 days.
Net Proceeds:	Ugx 20,000,000,000.00
Securities Issued and Outstanding:	
Registration Costs:	
Risk Factors:	See “Risk Factors” and the other information in this prospectus for a discussion of the factors you should consider before deciding to invest in shares of our common stock.

RISK FACTORS

An investment in our common stock involves a degree of risk. You should carefully consider the risks described below and the other information in this prospectus before investing in our common stock. If any of the following risks occur, our business, operating results and financial condition could be seriously harmed. The trading price of our common stock, when and if we trade at a later date, could decline due to any of these risks, and you may lose all or part of your investment or delay getting returns on your investment.

Risks Associated to our Business

We are at prospecting stage mining company but have not yet commenced exploration activities on our business. We expect to continue incurring operating losses for the foreseeable future.

As a mining company, we meet several challenges through the process we undertake to mine any minerals we focus on like here we are focusing on gold and colta. The processes are critical in setting up a mining operation from legal status to operations with a mixture of capital and skilled labour. If not properly planned and implemented in stages. It may lead to a failed business that exposes the initial investor money to total or partial loss. That is why we take care of every detail to safe guard investor's interests.

Without the funding from this offering, we will be delayed to implement our business plan.

Our current operating funds are less than necessary to complete the intended exploration program on our mineral and mining plan. We will need the funds from this offering to complete our business plan. As of June 2024, we had cash in the amount of Ugx 58,984,000 and liabilities of Ugx 479,292,000 We currently do not have any operations and we have no income but hopeful to get more funding for sell of company shares to the public by June 2025.

We have yet to earn revenue and our ability to sustain our operations is dependent on our ability to raise funds from the offer. As a result, our accountants believe there is substantial need of ability to raise the funds otherwise, to continue as agoing concern shall be in jeopardy.

We have accrued net losses (invested amount) of Ugx 386,994,000 for the period from our inception in 2022 to June 2024, and have no revenues to date. Our future is dependent upon our ability to obtain financing and upon future profitable operations from the development of our mineral projects. These factors raise substantial risk that we will be able to continue as a going concern. Shore partner, our independent auditor, has expressed substantial potential about our ability to continue as a going concern. This opinion could materially lead to raising additional funds by issuing new debt or equity securities or otherwise. If we fail to raise sufficient capital as needed in the short period, we will then take a long route to complete our business plan. As a result, we may have delayed operations and dividend of our business and you may lose your investment in value. You should consider our auditor's comments when determining if an investment in Yawatu Minerals & Mining is suitable.

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, we face a high risk of business challenges.

You should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. Though Uganda is a potential hub of minerals. Yawatu has not made a detailed potential commercial mineral and, therefore, any program conducted on an exploratory search of any minerals comes with potential risks. There is no certainty that any expenditures made in the exploration of Yawatu will result in discoveries of any commercial quantities of minerals.

Problems such as unusual or unexpected formations and other conditions are common to mineral exploration activities and often result in unsuccessful exploration efforts. If the results of our exploration program do not reveal viable commercial mineralization, we may decide to abandon such mines and acquire new mines for new exploration. Our ability to acquire additional mines will be dependent upon our possessing adequate capital resources when needed. If no funding is available, we may be forced to abandon our operations.

Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages as we conduct our business.

The search for valuable minerals involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. At the present time we have no insurance to cover against these hazards. The payment of such liabilities may result in our inability to complete our planned exploration program and/or obtain additional financing to fund our exploration program.

As we undertake exploration of our mineral mining, we will be subject to compliance with government regulation that may increase the anticipated cost of our exploration program.

There are several governmental regulations that materially restrict mineral exploration. We will be subject to the laws of the Uganda as we carry out our exploration program. We may be required to obtain work permits, licenses to perform remediation work for any physical disturbance to the land in order to comply with these laws. If we enter the production phase, the cost of complying with permit and regulatory environment laws will be greater because the impact on the project area is greater. Permits and regulations will control all aspects of the production program if the project continues to that stage. Examples of regulatory requirements include:

- (a) Water discharge will have to meet drinking water standards;
- (b) Dust generation will have to be minimal or otherwise re-mediated;
- (c) Dumping of material on the surface will have to be re-contoured and re-vegetated with natural vegetation;
- (d) An assessment of all material to be left on the surface will need to be

- environmentally benign;
- (e) Ground water will have to be monitored for any potential contaminants;
 - (f) The socio-economic impact of the project will have to be evaluated and if deemed negative, will have to be remediated; and
 - (g) There will have to be an impact report of the work on the local fauna and flora including a study of potentially endangered species.

There is a risk that new regulations could increase our costs of doing business and prevent us from carrying out our exploration program. We will also have to sustain the cost of reclamation and environmental remediation for all exploration work undertaken. Both reclamation and environmental remediation refer to putting disturbed ground back as close to its original state as possible. Other potential pollution or damage must be cleaned-up and renewed along standard guidelines outlined in the usual permits. Reclamation is the process of bringing the land back to its natural state after completion of exploration activities. Environmental remediation refers to the physical activity of taking steps to remediate, or remedy, any environmental damage caused. The amount of these costs is not known at this time as we do not know the extent of the exploration program that will be undertaken beyond completion of the recommended work program. If remediation costs exceed our cash reserves, we may be unable to complete our exploration program and have to abandon our operations.

If access to our mineral mining is restricted by inclement weather, we may be delayed in our exploration and any future mining efforts.

It is possible that weather could cause the mining roads providing access to our mining to become impassable. If the roads are impassable, we would be delayed in our exploration timetable.

Based on consumer demand, the growth and demand for any ore we may recover from our mining may be slowed, resulting in reduced revenues to the company.

Our success will be dependent on the growth of demand for ores. If consumer demand slows our revenues may be significantly affected. This could limit our ability to generate revenues and our financial condition and operating results may be harmed.

Because our current office and/or director has other business interests, he may not be able or willing to devote sufficient amount of time to our business operations, causing our business to fail.

Mr. Makwasi and chief promoter, currently devotes approximately 40 hours per week providing management services to us. While he presently possesses adequate time to attend to our interest, it is possible that the demands on him from other obligations could increase, with the result that he would no longer be able to devote sufficient time to the management of our business. This could negatively impact our business development.

RISK ANALYSIS ASPECT

The minerals business is still limited to a few due to its technicalities involved and therefore, highly profitable that its margin shall be able to cover most of the risks including; marketing risk (demand), financial risk (loans and public funds), political and economic conditions risk, and foreign exchange availability risk

Risks Associated with this Offering

We are selling this offering without an underwriter and may be unable to sell all shares at once.

This offering is self-underwritten, that is, we are not going to engage the services of an underwriter to sell the shares; we intend to sell our shares through our office, online system and/or director, who will receive a commission. He will offer the shares to friends, family members, and business associates, however, there is no guarantee that he will be able to sell all of the shares. Unless he is successful in selling most of the shares and we receive the proceeds from this offering, we may have to seek alternative financing to implement our business plan.

You may incur immediate and substantial dilution of the price you pay for your shares.

This normally occurs when big stockholders dispose off their shares in bulky at a go. However, we have taken care of this by having limited number of shares held by an individual compared to the total stock. Let say the max would be 2.5% of the total stock one can buy and hold. This makes it difficult for an individual investor to influence and create market dilution.

We will be using all the proceeds from the offering in a standard bank checking account until all shares are sold. Because the shares are not held in an escrow or trust account there is a risk your money will not be returned if all the shares are not sold.

All funds received from the sale of shares in this offering will be used as we continue with offer, the proceeds will be transferred to our business operating account. However, since the funds will be put to use, means any losses incurred in the operations will be held into your share value as shareholder or investor.

We will incur ongoing costs and expenses for reporting and compliance. Without revenue we may not be able to remain in compliance, making it difficult for investors to sell their shares, if at all.

Our business plan allows for the payment of the estimated 0.2% cost of this registration statement to be paid from existing cash on hand. If necessary, Mr Makwasi, our chief promoter, has verbally agreed to loan the company funds to complete the registration process. We plan to contact a market maker immediately following the close of the offering and apply to have the shares quoted on the capital markets authority listing. To be eligible for quotation, issuers must remain current in their filings with the authority. In order for us to remain in compliance we will require future revenues to cover the cost of these filings, which could comprise a substantial

portion of our available cash resources. If we are unable to generate sufficient revenues to remain in compliance it may be difficult for you to resell any shares you may purchase, if at all.

Forward Looking Statement

This prospectus contains forward-looking statements that involve risk and uncertainties. We use words such as “anticipate”, “believe”, “plan”, “expect”, “future”, “intend”, and similar expressions to identify such forward- looking statements. Investors should be aware that all forward-looking statements contained within this filing are good faith estimates of management as of the date of this filing. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us as described in the “Risk Factors” section and elsewhere in this prospectus.

USE OF PROCEEDS

Assuming sale of all of the shares offered herein, the net proceeds from this offering will be UGX 20,000,00,000. The proceeds are expected to be disbursed, in the priority set forth below, during the first twelve months after the successful completion of the offering:

A pre-development and post exploration period of five (5) months has been considered for this project and this include Feasibility Study with field investigation, gold drilling and metallurgical test, permitting, equipment and contract sourcing, road construction, mining and crushing on contract, pad preparation and construction.

Start-up Expenses and Capitalization

Estimated Pre-Start-up Monthly Expenses are as follows:

The total costs = **UGX 3,118,500,000**

This will be raised through company shares sales.

We will establish a separate bank account and all proceeds will be deposited into that account until the total amount of the offering is received and most of the shares are sold, at which time the funds will be released to us for use in our operations. In the event we do not sell all of the shares before the expiration date of the offering, all funds will be returned promptly to the subscribers, without interest or deduction. If necessary, Mr. Makwasi sam, our director, has managed to mobilize funds to complete the registration process but we will require full funding to implement our complete business plan.

DETERMINATION OF OFFERING PRICE

The offering price of the share has been determined arbitrarily by us. The price does not bear any relationship to our assets, book value, earnings but rather estimated medium fully operating mining company. In determining the number of shares to be offered and the offering price, we took into consideration our cash on hand and the amount of money we would need to implement our business plans. Accordingly, the offering price should not be considered an indication of the actual value of the securities till we start production.

PLAN OF DISTRIBUTION

Offering will be sold by our Office and/or Director Mr Makwasi sam

This is a self-underwritten offering. This prospectus permits our office and/or director to sell the shares directly to the public, with a commission or other remuneration payable to him for any shares he may sell. There are no plans or arrangement to enter into any contracts or agreements to sell the shares with a broker or dealer. Our office and director, M. Makwasi sam, will sell the shares and intends to offer them to friends, family members and business acquaintances. In offering the securities on our behalf, he will rely on the safe harbor from broker dealer registration set out in Uganda.

- a. Our office and/or director is not subject to a statutory disqualification, as that term is defined in Section) of the Act, at the time of their participation; and,
- b. Our office and/or director will be compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transaction in securities; and
- c. Our office and/or director is not, nor will he be at the time of his participation in the offering, an associated person of a broker-dealer; and
- d. Our office and/or director meets the conditions of ; (A) primarily performs or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of our company, other than in connection with transactions in securities; and (B) is not a broker or dealer, or been an associated person of a broker or dealer, within the preceding twelve months; and (C) has not participated in selling and offering securities for any Issuer more than once every twelve months other than in reliance his trust

Our office and/or director, control persons and affiliates of same are not limited to purchase any shares in this offering.

Terms of the Offering

The shares will be sold at the fixed price of Ugx 20,000 per share until the completion of this offering. There is a 10 minimum shares of subscription required per investor, and subscriptions, once received, are irrevocable.

This offering will commence on the date of this prospectus and will continue for a period of 180 days (the“Expiration Date”), unless extended by our Board of Directors for an additional 90 days.

Deposit of Offering Proceeds

The offering deposit will be deposited through the bulky collection systems on the Yawatu 256 wallet app and bank account, mobile money and visa cards in the names of Yawatu or collection agents that will be published on the offer channels.

Procedures and Requirements for Subscription

If you decide to subscribe to any shares in this offering, you will be required to execute an online Subscription Agreement and tender it, together with a mobile payment or bank money order made payable to Yawatu Minerals & Mining limited, once received by the company, are irrevocable.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

No Public Market for Common Stock

There is currently no public market for our common stock. There has been no public trading of our securities, and, therefore, no high and low bid pricing.

As of the date of this prospectus, Yawatu Minerals & Mining limited has paid no cash dividends and have no outstanding options. We have no securities authorized for issuance under equity compensation plans.

Regulation

Our chief promoter and/or director, who will sell the shares, is aware that he is required to comply with the provisions of Regulations, promulgated under the Stocks Act of 2016, as amended.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Plan of Operation

We believe our share sale out will raise enough funds a great levels of meeting operations cost until Dec 2025. If we experience a shortage of funds prior to funding we may utilize funds from our shareholders, who have informally agreed to advance funds to allow us to pay for offering costs, filing fees, and professional fees, however have no formal commitment, arrangement or legal obligation to advance or loan funds to the company. In order to achieve our business planned goals, we will need the funding from this offering. We are at prospecting stage company and have generated no revenue to date. We have issued 150,000 shares in equity securities to pay for our minimum level of operations and most was in exchanges of works in kind.

Our auditor has issued a going concern opinion. This means that there is potential that we can continue as an on-going business for the next twelve months with additional capital to pay our bills. This is because we have not generated revenues but depend on the promoter's funds.

Our plan of operation is to conduct mineral prospecting and exploration activities within Uganda and currently our focus is on gold in west Nile and colta in the western region. Our exploration program is designed to explore for commercially viable deposits of gold, nickel, colta and other minerals. We have identified 2 sites under study for gold and colta which hope to be commercially viable for investing in.

Our plan of operation for the twelve months following the date of this prospectus is to complete the first phase of prospecting and exploration program on our mining consisting of geological mapping, soil sampling and rock sampling. In addition to the UGX 187,000,000 we anticipate spending for Phase 1 and 2 for the exploration program as outlined below, we anticipate spending an additional UGX 113,000,000 on professional and administrative fees, including fees payable in connection with the filing of this registration statement and complying with reporting obligations. Total expenditures over the next 12 months are therefore expected to be approximately UGX 3,200,000,000, which is the amount to be raised in this offering and our cash on hand. If we experience a shortage of funds prior to funding during the next 3 months, we may utilize funds from our director, who has informally agreed to advance funds to allow us to pay for professional fees, including fees payable in connection with the filing of this registration statement and operation expenses, however he has no formal commitment, arrangement or legal obligation to advance or loan funds to the company. We will require the funds from this offering to proceed.

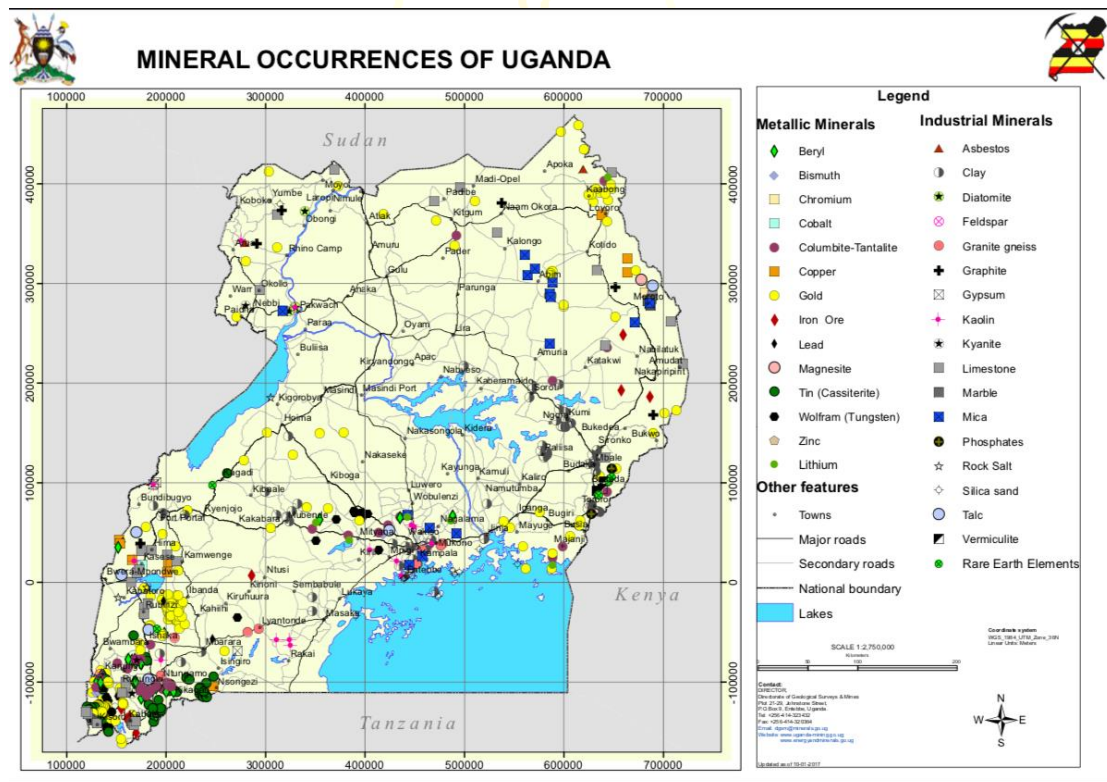
We engaged Prof Eng Muwanga Andrew, and Eng Kizza Silver with a help of external Geo Eng Ben marphos from Zimbabwe, to prepare a geological evaluation report on most of the projects we take on. These have been of great service.



BACKGROUND TO THE MINING IN UGANDA

The [mining industry of Uganda](#), documented as early as the 1920s, witnessed a boom in the 1950s with a record 30 percent of the country's exports. It received a further boost when mining revenues increased by 48 percent between 1995 and 1997.^[1] However, the [World Bank](#) reported that the sector's contribution to gross domestic product (GDP) dropped from 6 percent during the 1970s to below 0.5 percent in 2010.^[2] Uganda's [extractive industry](#) activities have been identified by the [Natural Resource Governance Institute](#) as focused on "extraction of [cobalt](#), gold, copper, [iron ore](#), [tungsten](#), steel, [tin](#) and other industrial products such as [cement](#), diamonds, salt and [vermiculite](#)".^[3] Limestone is sold in local markets whereas gold, tin, and tungsten are major exports.

Mineral distribution in Uganda



This is a quick glance at mineral distribution in Uganda (source: DGS portal)

History

The country's mining history is recorded in the 1920s with work done at southwest Uganda's tin and tungsten deposits. In the following decade, gold mining began near [Busia](#). In the 1950s, the [Kilembe](#) copper mine was developed and it became the country's largest mine.^[5] The 1950s and 1960s was an important phase for mining when it had a 30 percent contribution to the total exports of the nation.^[6] During the late 1980s, laying of roads led to increase in demand for construction material. The National Mining Commission was formed in 1988. North Korea financed the Ugandan government's project to rehabilitate the Kilembe copper mine.

Production and impacts

Companies working in the mining and quarrying industries saw an 11percentage increase in revenues every year (in 2008) Under the SMMRP, [artisanal mining](#) is part of community development with over 5000 artisanal and small-scale mining associations getting established.

Lack of continuous power supply is one of the challenges that the industry faces.

Tororo and Hima Cement Industries together produce 1.05 million [tonnes](#) of cement annually. Despite this, as of 2013 Uganda imported cement from Kenya.

A-Tec Industries (Austria) restarted extraction at the Kilembe Copper Mines with an investment of US\$200 million. Magnus International Resources (US), Anglo Uganda Corp. (UK), and Grey Crown Resources Ltd. (Canada) are some of the foreign companies working for gold extraction in Uganda. Gold mining is also done by artisans. The first case of gold production was recorded in 1992, and, in 2000 Uganda, produced 5600 kilograms of gold and currently one mine is estimated to have about 13 trillion worth of gold.

230 metric tonnes of phosphorus is estimated to be present in approximately 26 square kilometres (10 sq mi) of the [Osukuru](#) Hills.

Canada's IBI Corp. has explored Mubende for [uranium](#). Cresta Uganda is involved in diamond mining.

Legal framework

The country has a Mineral Act, which was recently revised. Mineral exploration and exploitation is governed by several types of licenses. These are: Prospecting Licence which is mineral or area specific and is valid for one year; under Exclusive Prospecting Licence (EPL), mineral specific. and is limited to an area of 20.48 square kilometres (7.91 sq mi) and the Special Exclusive Prospecting Licence (SEPL) is for a minimum area of 76.8 square kilometres (29.7 sq mi); Mining License for developers which could

be location specific as Mining License is limited to an area of 16 hectares (40 acres) with validity of 1 year; in the case of large mining area the lease could be for 21 years for areas up to 251 hectares (620 acres); and Mineral Dealers Licence which is a permit to use water resources for mining operations with validity of one year ending December.

Under the new Mineral Act, at least 70% of all revenue from new mines will belong to the government. From that amount, 15% will go to the local government and the town council will get a 10% of the revenue. Owner of the land shall receive up to 5%.

Mines

- [Kilembe Mines](#) (copper, cobalt)
- [Nyamuliro mine](#) (Tungsten)
- [Ruhijha mine](#) (Tungsten)
- [Sukulu mine](#) (Niobium)

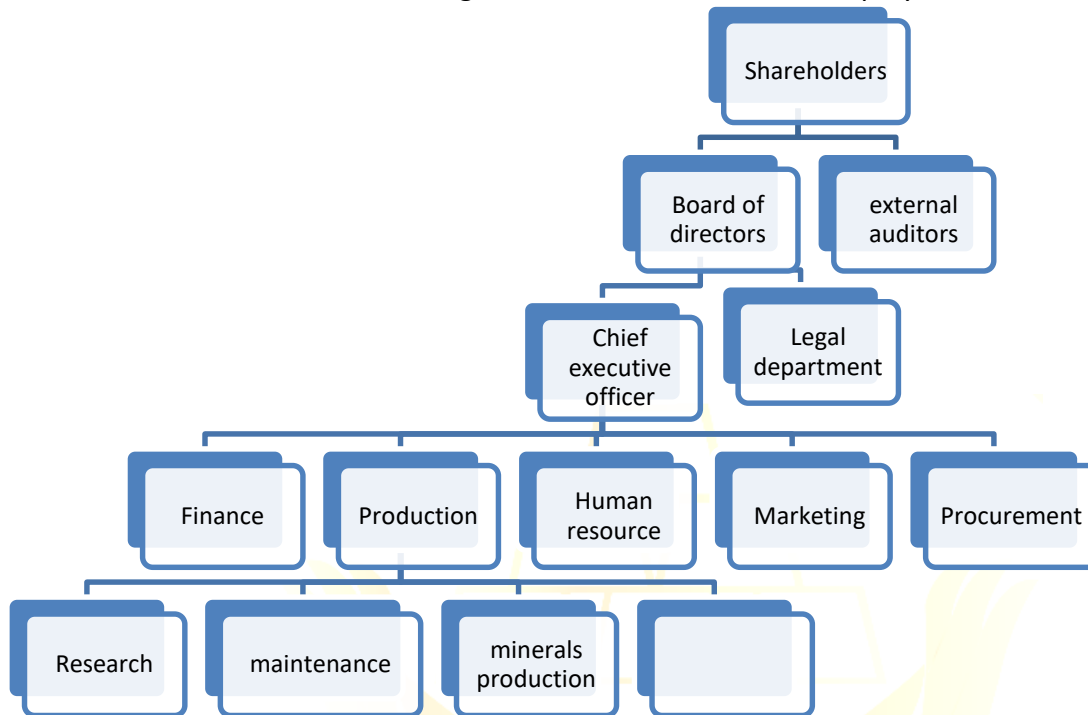
Yawatu venture into the gold project comes as a result of the good government policy on small and medium scale mining allowed to the local citizens under organised artisanal associations and groups licensing.

We fill, we have the capacity to involve the communities in the mining sector through contribution rather than getting involved physically through capital contributed in form of shareholding.

That how Yawatu has come into existing to cover up this gap

ADMINISTRATIVE STRUCTURE

Yawatu structure is aimed at creating efficiency in the delivery of the promises or commitment it has with the stakeholders that include; government, Shareholders, employees and local communities.



This structure shall be filled based on competences required for the office as determined by the HR consultants. With the aim of high performance.

OPERATIONAL STRUCTURE

(reserved for internal use only)

MARKET ANALYSIS

Product description

Gold is a soft, dense, yellow **metal**. It is a chemical element. Its chemical symbol is Au. ... As a precious **metal**, it has been used for many thousands of years by people all over the world, for Jewellery, and as money. **Gold** is important because it is rare, but also easier to use than other rare **metals**.

Gold, a precious metal, mostly appears in alloys and only rarely in its pure form. Because of its physical properties, it is resistant to air, moisture, heat and many solvents. Gold also has a high density. Gold is regarded as a secure investment and is very popular as a means of coverage in times of crisis. Its high value and its rarity and uniqueness make gold a secure financial investment which also withstands inflation.

Gold mining refers to the process of mining gold from the ground. There are several methods to extract gold from the ground including placer mining, panning, sluicing, dredging, hard rock mining and by-product mining. Although it is hard to pinpoint the exact date of when gold mining originated, some findings indicate it could date back to at least 7000 years ago.

Right now, Barrick Gold, Goldcorp, Newmont Mining, Newcrest Mining and AngloGold Ashanti are among the world largest gold mining companies by market cap. The world's dominant gold producers include South Africa, Australia, China, Russia, the United States, Canada, Peru and more.

Market analysis summary

Exploration of **gold** in the country has been concentrated in a few areas Kahengyere and Muti in Buhweju and Mashonga in Kyamuhunga in Bushenyi district; Kitaka in Mbarara district; Chiruruma, Chilima, Bugarama, Mugyera in Kabale district; Murindi, Mpororo, Rubuguri and Karamba in Kisoro district; Bikongozo valley in Rukungiri district; Kashenyi, Kanungu, and Muramba in Kanungu district; Tira and Amonikakine in Busia district; Kamalenge and Kisita in Mubende district; Rupa and Kamalera in Moroto district and Kafu River in Hoima district. With the exception of Kisita, Kamalenge, Tira and Amonikakine where gold is being recovered from reefs (hard rock), most of the gold is recovered from alluvial material.

In Uganda most gold production has been done by small producers who include licensed miners and artisans. Production statistics from artisanal miners is only indicative given the fact that most operators are not licensed and even the licensed ones tend to under-declare hence most of the gold is transacted through dubious channels.

However, some places like Moyo with excellent expected recovery of 3-11g per sand ton and can be run on large scale like we have strategized to do, have been silently known by the first research groups during the colonial rulers.

Latest statistics have seen Uganda's gold exports record the highest volumes ever.

This is almost done using small scale approaches to mining like basin hand washing mixed with mercury and simple tools. Yawatu minerals & mining ltd strategically designed modern equipment with special technical team intend to be very efficient with the gold recovery of over 75-95% compared to the artisanal way where the recovery is less than 10-30%.

Here are the 6 most common uses for gold in the world today:

- Jewelry: About 78% of gold consumed each year is made into jewelry. ...
- Electronics and Computers: ...
- Dentistry and Medicine: ...
- Aerospace: ...
- Medals and Awards:

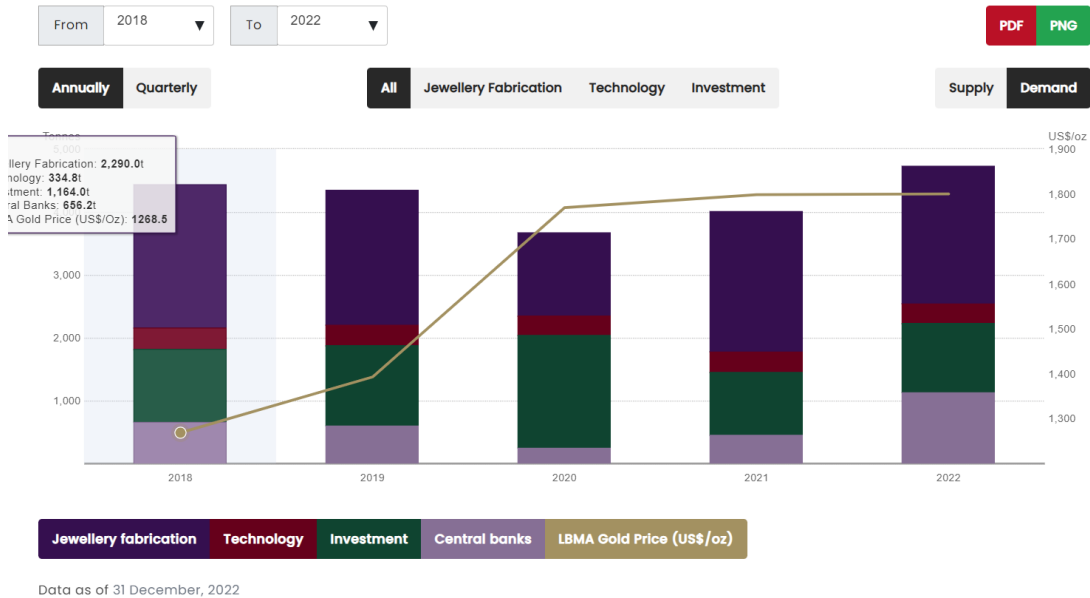
Market segmentation

The potential market for gold are;

1. The international Gold dealing companies,
2. Individuals both locally and internationally.
3. Direct markets like jewelry making, electronic manufacturers, etc

Note: the following market analysis shows units of gold in tons demanded globally.

Supply and demand statistics



The gold price indicates that for the last five years it has been on the price rise and mine productions seem constant.

Target market segment strategy

We shall establish contracts for the mining and synthesis of high grade Gold to specific companies in its target market segments. Due to the specialty nature of high grade gold and its specific uses the target market is predefined (confidential).

Industrial analysis

We are in the niche segment of mining industry. As gold has limited availability and strict uses, and since Gold production is on order, then competition for the company is negligible.

Competition and buying patterns

As earlier mentioned, the quality and quantities produced of gold determines a type of market you take. The west Nile districts contain a high concentration that combined with advanced equipment, we could sign high volume supply contracts. Most international buyers want high volume supplies since the risks and costs associated with buying are the same for small or big quantities. These buyers have timely targets whereby if you have ability to supply the expected quantities then you make their work more comfortable.

Thus, we shall work toward high volume supplies that will attract serious buyers in the international markets.

Strategy and implementation summary

We shall succeed by processing a better quality and high quantities of gold for large markets with pre signed contracts of supply. This will allow us concentrate on processing other than looking for markets. This also attracts a good prices and better payment terms.

Note:

Gold in itself is money and so there is no need for market rush.

Gold demand on the outlook

The demand of gold has been on increase for the last 5 years globally by 20%. This has also been indicated in the prices increment from \$14-65 per Oz. Irrespective of the increased production volumes prices persistently increased, which is a good indicator of high demand.

Specifically, worldwide **gold demand** amounted to 1,356 metric tons in 2022. **Demand** has been noticeably higher since the Financial Crisis. Many investors look to **gold** in periods of market turmoil because they believe that it holds value through recessions better than other assets.

When inflation rises, the **value** of currency goes down and therefore people tend to hold money in the form of **gold**. Therefore, in times when inflation remains high over a longer period, **gold** becomes a tool to hedge against inflationary conditions. This pushes **gold** prices higher in the inflationary period. So, the markets dynamics make business of gold more profitable.

Future Products

Our research on minerals in the same area/location indicates positive results of silver, copper, Nickel, marble, sulphates, iron, lime etc to the quantities acceptable for the mining to take place. Our immediate attention will be drawn upon identification of demand for any of these minerals in the area.

Marketing strategy

The key to Yawatu's marketing strategy is to deliver on pre signed contracts like

Sales strategy

As projected in the production schedule, Yawatu plan is to deliver sales of a proximately 250kgs of au and by the 3rd year to have achieved about 1,500kgs. The estimated sales price fluctuates though upward currently is at \$55,000-65,000 per kg in raw form.

Sales forecast

Yawatu projects sales to grow significantly starting 2025, increase exponentially by 2027. Sales will reach the targeted maximum production capacity of 45-60kgs per month.

Table: 3year sales forecast. Est prices of \$55,000

Year	2025/26	2026/27	2027/28
Units (kg)	250	500	750
Est Value(\$)	13,750,000	27,500,000	41,250,000

Technical project details

Project is technically and strategically located that it will create a regional balance where people of west Nile will also have a major project in their area. (as expressed by the local community on Yawatu first community contact with the local authorities)

Land accessibility

The land size is quite large with access to the main road and water transport. The land is government reserve without human settlement and hence all temporary and semi-permanent structures to be built from the start. In the plans the structures include, residences, health centre, garage, gold processing plant, food stores, offices, kitchen maintenance stores etc.

PRODUCTIONS ASPECT

Research and analysis report (technical analysis available for technical team and confirmed investors)
but here is the highlight for a glance to potential investors.

Uganda is considered to be one of the few countries south of the Sahara endowed with a number of natural resources, in terms of minerals like gold, iron ore, ceramic raw materials, limestone etc. However, most of the Ugandan natural resources have not been well explored, and those which have been explored haven't been done to full potential. To cover this, we had to use a scientific method of research in the area of interest.

Our research is targeting 3 sites within west Nile region to start with is Moyo, Koboko and Pakwach by the geologist in Uganda and over 500 test samples will be chemically analyzed by 3 different labs in east African. The analysis target is 3-11g of gold (Au) per ton of sand processed. For any results above 3 grams per ton of sand will be considered for exploration stage.

Production output estimates

Based on research made in these areas and the equipment to be used, the production capacity is calculated as follows;

Processor production capacity = 80tons of sand per hour

Working hours per day = 8hrs

A ton of sand gives an output of 1-5g Au (gold)

Assume average of 3g Au per ton of sand.

Hence,

$80\text{tons} \times 3 \times 8\text{hr} = 1920\text{g per day.}$

And we are expected to work 20 days min a month

$1.92\text{kg} \times 24 = 46.0 \text{ kg minimum}$

This is the calculation for small scale production.

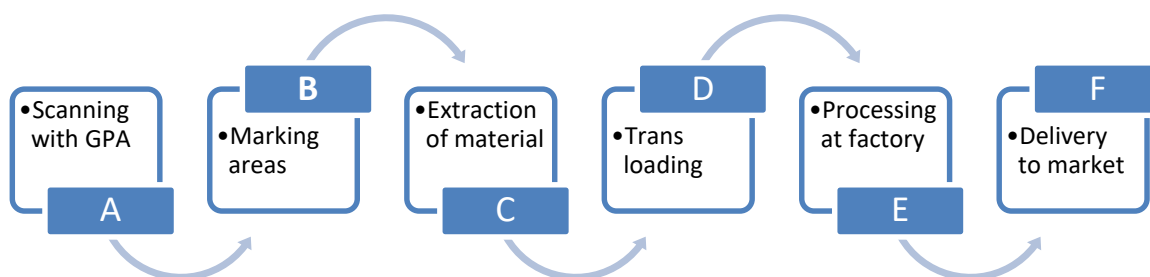
Estimated production volumes for 3 years

According to this analysis the estimated production volumes are as follows;

Monthly	1	2	3	4	5	6	7	8	9	10	11	12
2025						7.5	15	22.5	25	27.5	30	35
2026	31	28	31	29	30	45	59	78	91	52	53	57
2027	34	30	34	31	33	50	65	86	100	57	58	61

Production process flow

Production process is going to be direct as follows: This is the simple process of the extraction stages



Other production process is reserved for the technical team.

FINANCIAL FORECAST

The projections are based on the Yawatu management prudent assumptions and have been prepared on the basis of the company policies used in the planning forecasts

Summary of the forecast

	\$322			
	\$655			
	\$655			

(The forecast is done in dollars since most of the activities in the project will be in Dollars. But for our local investors return viability)

If you invested Ugx 20,000 per shares (\$6)

Then in the first year it is estimated to have a return of \$3.655 ($3.655 \times 3850 = \text{Ugx } 14,000$)

And so, in the 2nd and third year.

So after 3 years your share is estimated to be at a value of more than UGX 50,000 from 10,000. the project will maintain the shares a float ie easily transferable or easily liquidated into cash any time through a 24/7 accessible system Yawatu Enterprise management system (YEMS)

BREAK EVEN ANALYSIS

The viability of the project shows that we can break even keeping all factors constant after 6 months. Implies that the company can only be able to pay out any returns after the break even However, there will be a window of exit by transferring your shares to another member who can wait for the high returns later.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company reports revenues and expenses using the accrual method of accounting for financial and tax reporting purposes.

Use of Estimates

Management uses estimates and assumption in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

Mineral mines Acquisition and Exploration Costs

The Company expenses all costs related to the acquisition and exploration of mineral mines in which it has secured exploration rights prior to establishment of proven and probable reserves. To date, the Company has not established the commercial feasibility of any exploration prospects; therefore, all costs are being expensed.

Depreciation, Amortization and Capitalization

The Company records depreciation and amortization when appropriate using declining balance methods over the estimated useful life of the assets. Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation is removed from the appropriated accounts and the resultant gain or loss is included in net income.

Income Taxes

The Company accounts for its income taxes in accordance with Statement of Financial Accounting Standards, "Accounting for Income Taxes." Under Statement, a liability method is used whereby deferred tax assets and liabilities are determined based on temporary differences between basis used of financial reporting and income tax reporting purposes. Income taxes are provided based on tax rates in effect at the time such temporary differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not, that the Company will not realize the tax assets through future operations.

Fair Value of Financial Instruments

Financial Accounting Standards statements, "Disclosures About Fair Value of Financial Instruments", requires the Company to disclose, when reasonably attainable, the fair market values of its assets and liabilities which are deemed to be financial instruments. The Company's financial instruments consist primarily of cash and certain investments.

Per Share Information

The Company computes per share information by dividing the net loss or gains for the period presented by the weighted average number of shares outstanding during such period.

DESCRIPTION OF BUSINESS

Executive summary

Yawatu Minerals & Mining Limited is a fully-registered and duly-incorporated in Uganda [URSB Registration No. [80034658395462](#) and URA TIN [1033337548](#). It's basically in minerals exploration and mining.

Yawatu Minerals & Mining Limited shall work in Uganda according to the regulatory authorities that include Ministry of Energy and Minerals Development, under Directorate of Geological Survey and Mines (DGSM), National Environment Management Authority (NEMA).

In its business model, Yawatu shall have many sites running at the same time depending on the resources available and feasibilities studies done. The most potential area of interest currently is West Nile Region where ground work contacts have been made and studies are under way to the conclusion.

There are also potential future products like Silver, Nickel, Copper, Lime, Columbites and Tantalite, that we have identified already in several mine areas. The initial project for starters is estimated to start by Jun 2025 and be fully installed by end of 2025.

Acquisition of permits like Prospecting License (PL) is already done, and Exploration License (EL) is expected in 2025 and Mining Lease after a year. We have an experienced team that is familiar with the permits acquisition processes and costs involved are known to us.

Mr Makwasi serves as officer and director of our company from inception (Dec 2022) to current date. No other person other than mr makwasi has acted as a promoter of Yawatu Minerals & Mining since our inception. Other than Mr Mkawasi's purchase of 50,000 shares of our common stock on Dec 2022, Mr Makwasi has not entered into any agreement with us in which he is to receive from us or provide to us anything of value. Mr Makwasi purchased the 50,000 shares of our common stock at a price of Ugx10,000 per share for a total of Ugx 500,000,000.

DIRECTOR, EXECUTIVE OFFICER, PROMOTER AND CONTROL PERSON

Briefs of the directors

Names	Address	Age	Brief	Responsibility
Mr. Bahati Sam	Kyaliwajjala Kiira Wakiso		Diploma in Business Management Bachelors of commerce, Makerere university, CPA level 2 MBA in investment and entrepreneurship Work experience Over 20 years in finance and administration with different companies Responsibilities Director and chair of Roseburg international, Director and Board chair of Asante Capital consultants, An Accountant and in charge of resources mobilization with a regional organization, the inter university council for East	Chairman
Koreta Ivan Akakwatsa	Rwabwogo Co Advocates Kampala	33 years	Advocate	Secretary
Mr. Makwasi Sam Mulekwa	Lubya II Kasubi Lubaga DIV Kampala	44yrs	BBA (MUK), ACCAII, Director maki wood (U) ltd, Biztri systems Ltd, online investment traders Ltd and Vice president online Club, 18 Year business experience as entrepreneur	Chief promoter
Bishop. Masereka Zebedee Kahangwa	Central Division, Kasese Municipality, at plot 8Kamuramba Road, Nyakabingo 11 ward, Kyanzuki cell	80yrs	Holds Diploma in Education of Makerere University, Diploma in Theology of Makerere University, and a Master of Divinity degree of the University of the South, Tennessee, USA. Worked as a priest and teacher for 12 years, and worked as a Bishop for 19 years and retired as a Bishop in 2003. Founder and Owner of Kasese Community Health and Education Foundation, comprising a medical clinic and a vulnerable students' scholarship program. Married to Mama Stella and both live together in Kasese	Member

Fr. Basaliza Peter Mubunga	Diocese: Kasese Kagherwe1	55yrs	Masters in Biblical Theology, Pontifical University Rome, Italy, Doctorate Degree in Spiritual Theology, Rome, Italy, Certificate in Spiritual Counselling, Rome, Italy 11. Certificate in Exorcism, Rome Italy Held many responsibilities from 1998 to date including, Diocesan Human Resource Officer, Diocesan chaplain Bridge for Peace Uganda, Assistant Parish priest Bukangara parish, Director St. Joseph Moscati Wasingya Yesu Hospital and Chairperson Board of Directors, Kitwamba parish, Parish Priest, Director and Chairperson Board of Directors, The Good Samaritan Health center, Spiritual Director and Chaplain Rwenzururu King, Queen, and Royal Palace, Chairperon Board of Directors, Rwenzururu Nyabaghole Foundation, Director Nyabaghole Foundation, Chairperson Board of Directors, St. Raphael SSS, Nyamighera, Chairperson Board of Directors, St. Charles SSS, Kasanga	Member
Mr. Kigozi Samuel Muwanika	Kitemu, Nsangi, wakiso		Businessman with 20 Years experience an entrepreneur	Member
Ms. Amumpaire Anittah	Lubya II, Lubaga Div Kampala		BBA, DBA, director Biztri systems Ltd,14 years business experience an entrepreneur.	Chief Executive officer

Term of Office

Our director is appointed to hold office until the next annual general meeting of our stockholders or until her successor is elected and qualified, or until he/she resigns or is removed in accordance with the provisions of the Statutes of Uganda. Our Chief executive officer is appointed by our Board of Directors and holds office until removed by the Board and she/he becomes a member of the board by position not by appointment of the shareholders.

Significant Employees

We have no significant employees other than our chief executive officer and/or director, Ms. Amumpaire Anittah. she has administration staff of 3 staff who sit at the head office to manage the affairs of the company.

Her profile was the basis of the appointment as a qualified and trained business woman with experience in business creation and growth over a period of 14 years.

Benefits accruing to the directors

The directors shall be rewarded according to their efforts that shall be measured in kind or cash contributions. It may be compensated in cash or shares allotted to them.

This extends to employees who have accepted to work on credit from inception to the time shares are floated to the market. Can also decide to take shares or get paid cash. This list of employees will be presented to the board by the chief promoter for approval of the compensation plan.

DESCRIPTION OF SECURITIES

General

Our authorized capital stock consists of 1,000,000 shares of common stock, with a par value of Ugx 10,000 per share. As of June, 2024, there were 50,000 shares of our common stock of our common stock issued and outstanding that was held of record by registered stockholders.

Common Stock

The following is a summary of the material rights and restrictions associated with our common stock. This description does not purport to be a complete description of all of the rights of our stockholders and is subject to, and qualified in its entirety by, the provisions of our most current Articles of Incorporation and Bylaws, which are included as exhibits to this Registration Statement.

The holders of our common stock currently have (i) equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board of Directors of the Company; (ii) are entitled to share ratably in all of the assets of the Company available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of the Company. Please refer to the Company's Articles of Incorporation (CAP 2012) for more complete description of the rights and liabilities of holders of the Company's securities.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We currently intend to apply the gains/losses of the company on the regular share value chart. However, our stock will be highly liquid 24/7. This means a shareholder has access the 24/7 online system that manages his/her account ledger and can book for the shares sell at the current market price per shares. Upon execution of sell order, money will be deposited into one's wallet and shares taken back into the Yawatu shares pool for the next buy at the current market price.

Stocks exchange

We have designed our common stock exchange app that will be accessible 24/7. This will allow entry and exit at any time. A shareholder will be able to buy or sell the stock at the current market price. The market is managed by the company and so a shareholder has only one duty of pressing the order. This app called Yawatu 256 wallet app is connected to the local and international payment gateways to enable access to your wallet for financial transactions with easy and fast.

INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our Articles of Incorporation provide that we will indemnify an officer, director, or former officer or director, to the full extent permitted by law. That includes any valid claims as a result of operational expense of acquisition than in good faith.

EXPERTS LEGAL OPINION

Comment here.

EXPERTS ON TEAM TO DO THE MINING

Geological experts to front the projects.

Names	Qualifications	Experience
Assoc. Prof Muwanga Adrew 7062 Kampala Makerere University Kampala (U)	PhD in Environmental Geochemistry, Technical University, Braunschweig, Germany M. Sc. in Engineering Geology, University of Leeds, UK. B.Sc. (Upper Second Class Honours) (Geology, Chemistry), Makerere University	44 years of experience as lecturer, projects manager, and consultant in and outside Uganda. NEMA Certified Environmental Practitioner/Auditor Uganda Association for Impact Assessment Geological Society of Uganda Geological Society of Africa Leeds Engineering Geological Society Association of Geoscientists for International Development International Association of Hydrogeologists
Eng Ben Murphos Professional Membership Geological Society of Zimbabwe Member 1375	Bsc SHEM BUSE student Zimbabwe School of Mines National Diploma in Mine Geology 2014 Advanced Level 2009 2 A level Passes Ordinal Level 2007 9 Subjects Passes	6 years' experience on local and international projects. Projects Mali -Gualamina Lithium Evaluation Morilla Gold Mine -Grade Control consultant South Sudan-Alluvial Mine setup Uganda- Mubende Exploration Geologist consultant Botswana -Kavango Region Geophysics Geochemistry Soil sampling for gold, lithium and base metals Autometalluric Survey; Evaluating Kalahari sands for viable base metal deposits Ground Magnetics • Investigation of mineralization controlling structures • Au deposits • Hoist rock contact Zones delineation
Eng Kizza Silver	Diploma in geo survey	45 years of minerals, mining and surveying. Worked with directorate of Geological survey and mines under the ministry of energy and mineral development till 2012.

AUDITED FINANCIAL REPORTS

The audited financial statements of Yawatu Minerals & Mining for the year ended June, 2024, and related notes, included in this prospectus have been audited by Shore Partners, CPA, and have been so included in reliance upon the opinion of such accountants given upon their authority as an expert in auditing and accounting. The copy attached herein.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

We have had no changes in or disagreements with our accountants.

SHORE PARTNERS.