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August 17, 2020

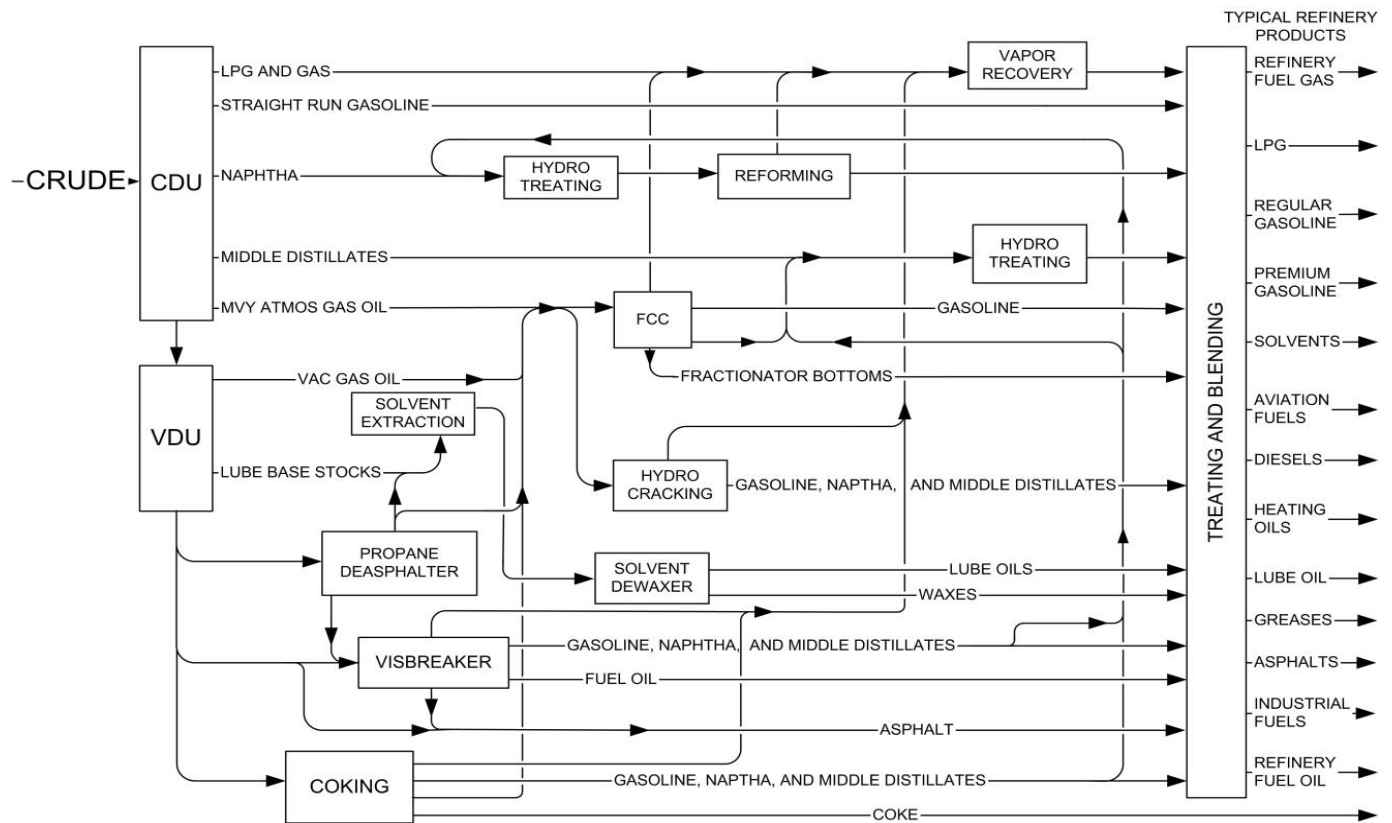
Ministry of Oil
Deputy Minister for Refineries
Dr. Hamed Al-Zobaie
Port Saaed St.
Oil Complex Building (H.Q)
Zayouna Post Office
Baghdad, Iraq
Sub: Letter of Intent
Ref: 300,000 bpd Basra Fao oil refinery
Construction, Development, Management and Operation

We and our industry partners represented by Mark Asmar, CEO hereby submit our ready, willing and able, RWA letter of intent on our behalf and that of our Industry Partners and proposed Team Members desirous to invest time, effort and money to secure our position to own, construct, develop, manage and operate Basra Fao oil refinery that will contribute to the welfare and progress of the people of Iraq.

Together with our Industry Affiliates and Team Members with core competencies being made part of our submission process that will cover all aspects of the financing, construction, development, management and operation phases as we are proud to announce our collective efforts to undertake this once in a lifetime opportunity.

Business Plan in relation to the Acquisition, Construction, Commission, Management and Operation
AmiraUSA, lead consortium partner with our financial and industry technical partners, hereby submit our offer to secure refinery acquisition and building for the supervision, management and operation. AmiraUSA principal approach is to ensure the safety, and operational integrity of the refinery.

Outline of opportunity to Build, Commission, Manage, Operate and Maintain



Consortium Structure

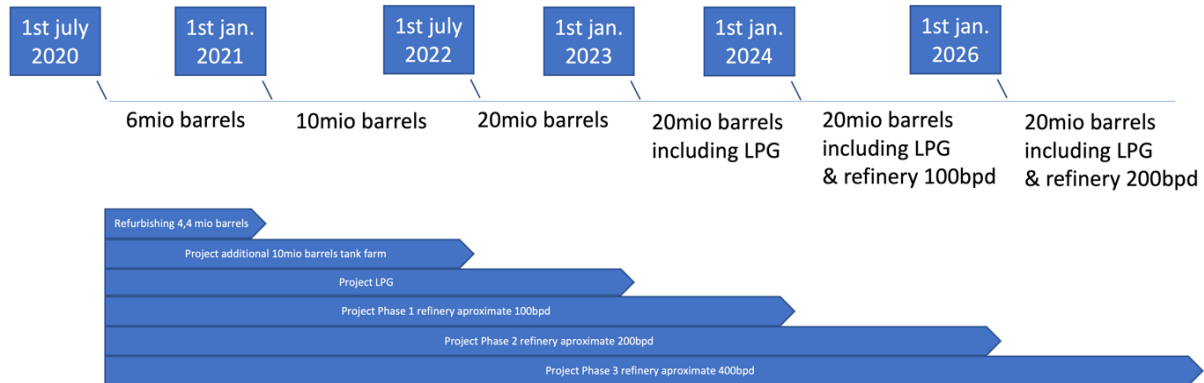
We propose the following consortium in support of the project. The structure will be formed of a management group including the operator AmiraUSA, Alton-McLean Ltd. and Caracol and two of the members, KCA-Deutag/RDS and ENPETROL are up for mid-stream activities; studies, engineering, design and construction and will join the consortium as sub-contracted members, under the CAPEX budget. The ongoing engineering process will be an OPEX activity but RDS will be a candidate for an evergreen service.

We propose the following consortium in support of the project:

- | | |
|--|--|
| <ul style="list-style-type: none"> • Project Lead • Investment Funding and commercial relationships • Construction Management and Supervision • Refinery Operation • Project Consultants and Relationship Mgmt • Marine Operations • Surveys, studies, engineering and design • Construction, installation & commissioning | <p>AmiraUSA: Washington DC
 AmiraUSA: Washington DC
 Alton McLean Group, AMG
 Amira Refining Group
 Caracol
 Local operator
 KCA-Deutag/RDS part of Abbot Group
 ENPETROL Istanbul, Turkey</p> |
|--|--|

AmiraUSA principal approach is to ensure the safety, and operational integrity of the refinery by minimizing the effects of environmental impact change.

This activity runs in parallel with the refinery development and can be seen in the graphic below.



AmiraUSA has secured agreements in the participation of companies in a consortium to fully undertake the project with the requisite integrity and efficiency.

The risk factors most applicable are in the process, and it is these we should focus on. What matters is where the rubber meets the road, and that is all about the teams of people who actually operate and maintain the facility.

These are the people whose familiarity, skill and knowledge keep everyone and everything safe.

"No harm to people"

"No damage to the environment"

"No damage to equipment"

"Safely, reliably and economically produce"

To maintain the above paradigms, it is essential to maintain continuity of integrity, safety and efficiency and there's no better way to do this than to keep the experience and intelligence already existing in the work force.

We will continue to honor and meet current clients' products needs with the intent to expand our niche market as we move forward including sales of refined products in Iraq and export markets.

AmiraUSA eventual submission shall consist of 3 parts:

- 1. Financial section outlining and defining financial strength and identity of team members.*
- 2. Commercial Section.*
- 3. Technical section identifying Engineering Consultants and EPC contractors and sub-contractors.*



AmiraUSA desires to combine the technical regeneration and enhancement objectives of the refinery capability with aspects equally beneficial to the people of Iraq so as to enhance population welfare.

AmiraUSA introduction summary:

AmiraUSA, LLC is a wholesale distributor of refined petroleum products with 637 license (S) Suffix registration number signifies an enterer, position holder, refiner, terminal operator or through putter in the local market. We exist and operate in several countries overseas in a variety of industrial, infrastructure and petroleum projects with access to major institutional lenders, private entrepreneurs, investors and sovereign funds in the market place providing financial solutions and management in the development and building of small and medium to mega projects worldwide.

AmiraUSA and its industry partner exports USA and foreign manufactured brand names and generic medicine, off the counter medications, disposables, medical supplies and medical equipment at deep discounts to part of Africa and MENA countries including building and equipping clinics, hospitals and teaching hospitals.

Our group members offer wide-ranging activities in the onshore and offshore exploration, development and production of oilfields in Iraq, Nigeria and elsewhere.

Amira Defense Technologies USA Inc., a Delaware Corporation with offices in Beirut and Baghdad provides security and logistics support services in Iraq and elsewhere as well.

Who we are:

- 1. AmiraUSA, LLC, www.amirausa.com*
- 2. Amira Group Company, LLC*
- 3. Amira Defense Technologies USA Inc.*
- 4. Amira Industries Co.*
- 5. Amira Security Co.*
- 6. Amira Management Co.*

AmiraUSA added value as a refinery operator:

- 1. Transacting business one on one*
- 2. Employment and investment opportunities*
- 3. Local manpower*
- 4. Access to capital from money markets*
- 5. New markets niche for refined products*
- 6. Better understanding of people needs by creating additional opportunities*

AmiraUSA intends to into a State-of-the-Art Greenfield Petroleum Refinery and a hydrogen producing (IGCC) power plant to produce hydrogen, power and steam. The project is designed to provide jobs and low-cost energy to the people of Iraq. The ultimate Beneficiary of the project shall always remain the people of Iraq with respect to the economic boost it shall provide. The project will be operated with concessions given by the State. We are ready, willing and able to receive the licenses and permitting for the refinery with production capacity of 300,000 bpd highly complex, full conversion

which will produce clean, green transportation fuel such as Ultra-low Sulphur Gasoline (ULSG) and ultra-low Sulphur Diesel (ULSD) and Jet Fuel. The facility will consume all petroleum coke (by-product) plus power generation plant using coke produced as a by-product of the refinery, as well as a water desalination plant required to produce the water required by the refining and electric production processes. The facility will be carbon sequester ready, meaning that it will be capable of sequestering the CO₂ produced by the IGCC process. The proposed project will meet the Environmental, Health and Safety (EHS) standards established within the World Bank Group Euro 5 standards planning and development. The sponsors feel that the project will meet World Bank group financial and operational transparency objectives. The EPC contracting companies will be multi-nationals that have earned investment grade ratings from Standard & Poor's, Moody's or Fitch. The operating and maintenance contracts will be with highly qualified multi-national counter-parties. Refinery expansion and development shall be in accordance with our milestone phases outlined below for your review and understanding.

Oil refinery Development and construction milestone phases:

Milestones

- Complete Contracting process for study: PHASE 1
- Funding in place for study: PHASE 1
- Technical, commercial & regulatory study: PHASE 1 (Complete)
- Independent 3rd party review of study PHASE 1 conclusions (Complete)
- Sanction to Proceed to PHASE 2
- FEED: PHASE 2 (Complete)
- Detailed Design: PHASE 3 (Complete)
- Procurement: PHASE 4 (Complete)
- Construction: PHASE 5 (Complete)
- Commissioning: PHASE 6 (Complete)
- First oil: PHASE 7

Study [PHASE 1]

- Surveys & data gathering. Geographical, geotechnical, infrastructure etc. (Genesis/Nexus or similar)
- Conduct technical, commercial & regulatory study: PHASE 1
- Determine HSE sensitivities
- Produce Project development plan
- Determine technical & commercial feasibility within P10 - P50 - P90 parameters
- Create budget estimates for each project phase

- List assumptions, risks & uncertainties
- Compile study report & gather conclusions
- Conduct independent 3rd party review of study PHASE 1 conclusions

FEED (Front End Engineering Design): PHASE 2

- Civil works
- Structural
- Hydrocarbon transportation systems
- Utility systems

Control, safety & loss prevention systems
Loading systems
Fiscal Metering
Production/process facilities
Licenses, permits & consents applications

Detailed Design: PHASE 3

Civil works
Structural
Hydrocarbon transportation systems
Utility systems
Control, safety & loss prevention systems
Loading systems
Fiscal Metering
Production/process facilities
Engage certification society and independent 3rd party verification company
Create construction work packs
Create operations & Maintenance procedures
Environmental impact statement
Operational safety case

Procurement: PHASE 4

Create procurement plan
Identify equipment vendors
Establish vendor approval process
Order long lead equipment & machinery
Create vendor audit & visit schedule
Expedite equipment delivery

Construction: PHASE 5

Establish fabrication & construction services contracts
Establish construction camps & facilities
Ensure all safety and technical training and qualifications are up to date and applied
Establish civil works infrastructure
Establish logistics and consumable supply lines
Deliver construction equipment and equipment support services
Commence construction

Commissioning: PHASE 6

Develop commissioning plan & schedule
Engage commissioning sub-contractors & service providers
Establish plant mechanical completions systems & procedures (GOC)
Conduct commissioning activities according to plan using commissioning work packs
Create certification packs
Conduct operator training program
System hand over to operations

First oil: PHASE 7

Calibrate and commission fiscal metering systems

Purge & pressurize hydrocarbon envelope

Issue Production operations notices (PON)

Verify operation of all safety, fire & explosion prevention & protection systems

Ready to operate

Basra Fao Refinery, investment, operation, management and marketing requirements:

- 1. Invest to own and operate*
- 2. Local manpower shall be the preferred method of hiring*

Participation process:

- 1. Official invitation for meetings in Baghdad*
- 2. Investment award*
- 3. Access to refinery data package*
- 4. Establishment of local office and staffing*

Suggested forward topics of negotiations;

- 1. Refinery investment agreement*
- 2. Establish and incorporate Amira Refining Group in Iraq, Owner and Operator*
- 3. Licensing and permitting*
- 4. Security arrangement*

Our team responsibilities;

- 1. Construction*
- 2. Supervision, Management and Operation*
- 3. Crude oil supply*
- 4. Off take agreements for sale of refined products*

Logistics and Services:

- 1. Health Safety & Environment*
 - a. HSE Management System & Training*
 - b. Facilities Safety Systems*
 - c. Environmental Impact Assessment*
 - d. Medical Care*
 - e. Water Management System*
- 2. Inspection, Quality Assurance and Calibration Services*
 - a. Material Testing & Analysis Services*
 - b. Instrument Calibration & Validation Services*
 - c. Warranty Survey*
 - d. Corrosion Services*
 - e. General Inspection Services*

- f. Pressure Testing*

- 3. Insurance*
 - a. Life Insurance*
 - b. Construction Insurance*
 - c. Vehicles Insurance*
 - d. Assets Insurance*

- 4. IT Services*
 - a. IT Application Services*
 - b. Software License & Maintenance Services*
 - c. PC Support Services*
 - d. Network Support Services*

- 5. Leasing & Rental*
 - a. Mechanical handling Equipment*
 - b. Land & Building*
 - c. Portable Cabins*

- 6. Maintenance Services*
 - a. Tank cleaning & Maintenance*
 - b. Lifting Equipment*

- 7. Manpower*
 - a. Skilled Labor, Local & Foreign*
 - b. Unskilled Labor, Local & Foreign*

- 8. Marine Services*
 - a. Marine Services*
 - b. Provision of Vessels*

- 9. Surveying & Mapping*
 - a. Land & Geodetic Survey*
 - b. Geographical Information System*

- 10. Telecommunication*
 - a. Telecom Design, Supply, Installation & Commissioning*
 - b. Telecom Maintenance, Repair & Services*
 - c. Telecom Cabling*
 - d. Closed Circuit TV (CCTV)*

- 11. Transportation and Services*
 - a. Courier Services*
 - b. Travel Agency*

- c. Custom Clearance & Freight Forwarding*
 - d. Fuel Haulage*
 - e. Vehicle Rental*
 - f. Special/Hazardous Material Handling*

- 12. Air Transportation & Support Services*
 - a. Helicopter*
 - b. Fixed Wing*
 - c. Aircraft Handling & Support Services*
 - d. Aircraft Inspection*
 - e. Air Cargo Services*

- 13. Catering & Associated Services*
 - a. Field Base*
 - b. Office*

- 14. Civil Engineering & Maintenance*
 - a. Road Construction/Repairs*
 - b. Site Preparation/Earth Work*
 - c. Building Construction*
 - d. Facilities Construction*
 - e. General/Minor Construction*
 - f. Water System/Treatment*
 - g. Fencing*
 - h. Campsites*

- 15. Consultancy Services*
 - a. Project Management*
 - b. General Engineering*
 - c. Human Resources & Logistics*
 - d. Procurement & Logistics*
 - e. Building & Civil Engineering*
 - f. Geophysical*
 - g. Health, Safety and Environment*
 - h. Drilling Operations Management*

- 16. Geological/Reservoir Services*
 - a. Biostratigraphy Analysis*
 - b. Geochemistry Analysis*
 - c. Core/PVT Analysis*
 - d. Integrated G&G Studies*
 - e. Laboratory Analysis*
 - f. Dry hole Analysis*

17. *Process & Facilities*

- a. *SCADA/DCS*
- b. *FSF*
- c. *FPF/CPF*

18. *Engineering Services*

- a. *Conceptual/Detailed Engineering*
- b. *Field Development Study (FDP)*
- c. *Risk Assessment*
- d. *Remodeling Study*
- e. *Geographical Information System (GIS)*
- f. *Geotechnical/Site Investigation*

19. *Electrical Services*

- a. *Power Generation*
- b. *Transmission System*
- c. *Distribution System*
- d. *Power Generation-Rental*
- e. *Electrical Engineering Services*

20. *Engineering-Others*

21. *Facilities Operations/Maintenance*

- a. *Operations & Maintenance*
- b. *Pipeline Repair/Maintenance & Cleaning Services*
- c. *Sandblasting & Painting*
- d. *Cathodic Corrosion System*
- e. *Fire Alarm/Fighting System*

22. *General Services*

- a. *Maintenance of Office buildings*
- b. *Maintenance of Office Equipment/Machineries*
- c. *Vehicles Maintenance & Services*
- d. *Cleaning Services*
- e. *Medical Care*
- f. *Pest Control*
- g. *Landscaping & Plants*
- h. *Painting and Interior Supplies & Services*
- i. *HVAC Repair Services*
- j. *Water Treatment & Water Supply*
- k. *Flower and Potted Plants*
- l. *Printing Services Invoicing & Payment facilitation*
- m. *Government Liaison*
- n. *Security Services*

- O. Interpretation & Translation*
- p. VISA Service*

- 23. EPC Contracting*
 - a. Procurement*
 - b. OEM*
 - c. Logistic Services*
 - d. Front End Engineering*
 - e. Site Plan & Blue prints*

STUDIES AND TRAINING SUPPORT SERVICES:

- 1. Provide integrated and individual services and meet our customers' requests and expectations*
- 2. Expand, renew and update equipment and technology*
- 3. Cooperation with local companies*
- 4. Development of key personnel by in-house training and knowledge transfer*
- 5. Continually improve all aspects of Health, Safety, Environment and Quality as well as expand the management Information System*
- 6. Strengthen our market position and enhance growth of our activities on existing markets and win new markets*
- 7. Improve efficiency and profitability and ensure growth of the Company*

POLICIES:

The most important Policy Statements are to provide:

- 1. Quality Management System Policy Statement*
- 2. Health and Safety Policy Statement*
- 3. Environmental Policy Statement*

Compliance integrity within appropriate regulatory frameworks, against specifications required by the client and the applicable codes and standards for the equipment or deliverable being produced and the certification of the equipment by the chosen or appropriate certifying authority.

Quality Assurance of all elements of the delivery process such as:

- 1. Engineering and Maintenance*
- 2. Project quality planning and auditing*
- 3. Procedural compliance for engineering, procurement and construction activities*
- 4. Material compliance*
- 5. Testing and measurement compliance*
- 6. Certification validity verification*
- 7. Operability of the deliverable*
- 8. Reliability of the deliverable*
- 9. Suitability and sufficiency of the deliverable for the intended operational context*
- 10. F.A.T. development*
- 11. Commissioning procedures*
- 12. Management of Change*

13. Document Management and Control
14. Training and "handover to operations" interface management
15. Qualifications of personnel
16. Contractual Integrity
17. Commercial Integrity
18. Permits and consents applications

HSE INTEGRITY:

1. Project HSE plan production
2. Procedural education and compliance
3. Training and certification of personnel
4. PPE compliance
5. Safety auditing and measurement
6. Risk assessment
7. Technical safety engineering
8. Safety equipment and systems engineering
9. IPF/SIL assessment (where appropriate)
10. Registers of safety related devices etc.

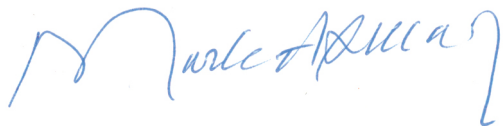
AmiraUSA and our industry partners' refinery-operating experiences;

1. Highly qualified refinery operator
2. Crude supply capabilities
3. Refined product marketing;

We kindly request your response by return email and shall avail ourselves for meetings with you to discuss moving forward.

Your courtesy is appreciated.

We remain,



Mark Asmar, CEO

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