APOSTILLE

(CONVENTION DE LA HAYE DU 5 OCTOBRE 1961)

1. **COUNTRY: REPUBLIC OF SOUTH AFRICA**

   THIS PUBLIC DOCUMENTS

2. **HAS BEEN SIGNED BY: S S OMAR**

3. **ACTING THE CAPACITY AS A: NOTARY PUBLIC**

4. **BEAR THE SEAL/STAMP OF A: NOTARY PUBLIC**

CERTIFIED

5. **AT PRETORIA:**
6. **THE 15th DAY OF AUGUST 2014**
7. **BY: M.A.SELOANA, REGISTRAR**
8. **CERTIFICATE NUMBER: 4972//2014**
9. **SEAL/STAMP**

NORTH GAUTENG HIGH COURT OF PRETORIA
PRIVATE BAG X67 PRETORIA 0001

10. **SIGNATURE**

ARTICLES OF MERGER

FOR

GREENGOLD RAY ENERGIES, INC.,
A Tennessee, U.S.A. Publicly Traded Corporation

INTO

AU MINERALS AFRICA (PTY) LTD –
A South African Private Corporation

Pursuant to the provisions of Section 13 of the Companies Act 2008 and Regulations 14 of the Companies Regulations 2011, the CIPC – The Companies of Intellectual Property Commission of the Republic of South Africa and of the United States Tennessee Business Corporation Act TCA Title 48, Chapter 21;

Article I – Party Information

The name, organizational form, jurisdiction of formation, and file number, if any, issued by the Secretary of State of Tennessee, U.S.A. and the CIPC - Companies of Intellectual Property Commission of the Republic of South Africa for each organization that is a party to the merger are as follows:

PARTY ONE

GreenGold Ray Energies, Inc., is a For-Profit Publicly Traded Company duly organized and filed a State of Tennessee, United States Corporation. The File Number issued by the State of Tennessee is 741122. The Principal place of business is 1661 International Place Dr., Suite # 400 PMB 9323, Colonnade Bldg., Memphis, TN USA 38120.

This Corporation did not survive the merger.

PARTY TWO

AU MINERALS AFRICA LTD doing business as [dba] **AU MIN AFRICA** is a For-Profit Private Corporation filed under the laws of the Republic of South Africa. The File Number issued by the CIPC - Companies of Intellectual Property and Commission of the Republic of South Africa is Registration No. 720527477. The principal place of business of the organization is *4th Floor, Hilda Chamber, Hilda Street, Hatfield Pretoria, Gauteng, South Africa 0083*;

This Corporation survived the merger. The Plan of Merger had changed the name to AU MIN AFRICA.

SHAMSOODEEN SHAIK OMAR
NOTARY PUBLIC

Article II – Combination Information

A Plan of Merger was approved and adopted in accordance with the provisions of the United States Tennessee Business Corporation Act TCA Title 48, Chapter 21 providing for the combination of GreenGold Ray Energies, Inc., Tennessee, U.S.A. Corporation and in accordance of the Section 13 of the Companies Act 2008 and Regulations 14 of the Companies Regulations 2011, the CIPC – The Companies of Intellectual Property Commission of the Republic of South Africa resulting in **AU MIN AFRICA** being the surviving corporation of the merger.

Article III – Principal Place of Business

An executed copy of the plan of merger is on file at the principal place of business of **AU MIN AFRICA** in Pretoria, South Africa. A copy of the plan of merger will be furnished by such entity on written request and without cost, to any shareholder of each domestic or international corporation that is a party to or created by the plan of merger and to any creditor or oblige of the parties to the merger at the time of the merger if such obligation is then outstanding.

Article IV – The Amendments to the Articles of Incorporation

The Articles of Incorporation of the surviving Corporation **AU MIN AFRICA** has been amended under the Article 1 and the number of shares authorized in Section 8.4.c of Part 8 of the ByLaws of the Corporation and under the terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008) as prescribed by the Minister of Trade and Industry.

Article 1

1. The name of the Merger Surviving Corporation is **AU MIN AFRICA**

2. The principal Executive Corporate Address is:
   South Africa Address: 4th floor, Hilda Chamber,
   Hilda Street, Hatfield
   Pretoria, Gauteng
   South Africa 0083

3. The Contact Information are:
   Toll Free Phone Number: 001 (888) 785-1113
   Toll Free Fax Number: 001 (888) 924-0718
   Direct African Number: 011 276 1216 3231
   Or 011 277 2055 922
   Email: Executive@auminerals.biz or [e] auminerals@gmail.com
   Or: [e] lfmakololo@gmail.com or [e] ceocaleon@gmail.com

SHAMSOODEEN SHAIK OMAR
NOTARY PUBLIC NOTARIS

4. The Founding Board of Director and Appointed Officers of **AU MIN AFRICA**

CEO Chief Executive Officer	Lebogang Fredric Makololo
COO Chief Operating Officer	Adv Mbongeni Christian Mateta
CFO/Treasurer/Secretary	Anthony Persia Galvan
PRESIDENT/Secretary	Mandla Blessing Nhlapo
Chairman/Comptroller	Ariel Rigon Caleon

Article IV – Authorized Stocks

The aggregate number of all classes of stock which the "Corporation" has the authority to issue is *five billion* (5,000.000,000) shares divided into two classes: (A) one class of four billion, nine hundred and ninety million (4,990,000,000) shares of the Common Stock, with USD $0.10 par value per share, and (B) one class of *ten million* (10,000,000) shares of Preferred Series Super Voting Stock only with a par value of USD $1.00 per share, which is equivalent to 100 common votes per share only and are not convertible to common as set forth in this Article 4.

Article V – Shares Entitled to Vote

As to AU MIN AFRICA the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote, with other shares or as a class, on the Plan of Merger are as follows:

Voting Class	Shares Outstanding	Total Number Authorized & To Vote
a. Common Stock	3,555,783,922	4,990,000,000

Total Common Shares Un-Issued
1,434,216,078
(4,990,000,000 *less* 3,555,783,922)

b. Preferred Stock (*Super Voting Rights only*) [Equals to *100 common votes per 1 Pref.]*	9,711,580	10,000,000

SHAMSOODEEN SHAIK OMAR
NOTARY PUBLIC NOTARIS

Article VI – Voting Information

As to AU MIN AFRICA the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the plan of merger, respectively, and if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Plan of Merger are as follows:

Voting Class	*Total For*	*Total Against or did not vote*	*Total Entitled to Vote*
Preferred Stock *(Super Voting Rights only)* [Equals to *100 common votes per 1 Pref.]*	9,508,000	203,580	9,711,580
Common Stock	3,119,497.500	436,286,422	3,555,783,922

Article VII – Approval of the Plan of Merger

The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the merger was incorporated or organized and by its constituent documents.

Article VIII – Tax Clearance

Per the Comptroller of Public Accounts of each foreign corporation, that according to the current records of that office, confirmed and verified that **AU MIN AFRICA** in the CIPC of the Republic of South Africa, as filed all required reports for taxes administered by the Comptroller under Tax Code, and taxes reported due on those reports have been paid. The Certificates of Account Status Tax Payer were filed and the Tax Clearance Certificate is valid through 2015.

Article IX – Effectiveness of Filing

SHAMSOODEEN SHAIK OMAR
NOTARY PUBLIC NOTARIS

The Merger and Acquisition will become effective on June 20, 2014 or immediately when the documents are filed in the Secretary of State of Tennessee, U.S.A. and of the CIPC of the Republic of South Africa.

Signed and Acknowledgement:

GreenGold Ray Energies, Inc.
FIRST PARTY
Tennessee, U.S.A. Corp.
NON-SURVIVING COMPANY

/s/ Datu Arthur Coloso,
Datu Arthur Coloso
Comptroller/Chairman

/s/ Gil Salutim
Engr. Gil H. Salutim
Overall CEO/COO

/s/ Albert Mavunga
Albert Mavunga, President
CEO-Zimbabwe

/s/ Judy Rola
Judy. T. Rola, CEO
CFO/Sec/Treasurer

/s/Jason Rollins
Jason Rollins, CIO
Vice-President

AU MINERALS AFRICA LTD
SECOND PARTY
Pretoria, South African Corporation
SURVIVING COMPANY

/s/Tony Galvan
Anthony Persia Galvan
Overall CFO/ Sec.-Treasurer

/s/ Fredric Makololo
Fredric Lebogang Makololo
Overall CEO

/s/ Mbongeni Mateta
Adv Mbongeni Christian Mateta
Overall COO

/s/ Mandla Nhlapo
Mandla Blessing Nhlapo
Overall President
Secretary



CERTIFICATE OF FILING OF

AMENDED
ARTICLES OF MERGER

Executed & Signed on June 20, 2014
Made Effective on July 8, 2014
Issued by the Secretary of State Of Tennessee, U.S.A.

BETWEEN

GREENGOLD RAY ENERGIES, INC.,
A Tennessee, U.S.A. Publicly Traded Corporation

INTO

AU MIN AFRICA PTY LTD –
A South African Private Corporation

Pursuant to the provisions of Section 13 of the Companies Act 2008 and Regulations 14 of the Companies Regulations 2011, the CIPC – The Companies and Intellectual Property Commission of the Republic of South Africa and of the United States Tennessee Business Corporation Act TCA Title 48, Chapter 21;

Article I – Party Information

The name, organizational form, jurisdiction of formation, and file number, if any, issued by the Secretary of State of Tennessee, U.S.A. and the CIPC - Companies and Intellectual Property Commission of the Republic of South Africa for each organization that is a party to the merger are as follows:

PARTY ONE

GreenGold Ray Energies, Inc., is a For-Profit Publicly Traded Company duly organized and filed under the jurisdiction of the laws of the State of Tennessee, United States Corporation. The File Number issued by the State of Tennessee is 741122. The Principal place of business is *1661 International Place Dr., Suite # 400 PMB 9323, Colonnade Bldg., Memphis, TN USA 38120.*

This Corporation did not survive the merger and was the Primary Target Firm

PARTY TWO

AU MIN AFRICA PTY LTD is a For-Profit Private Corporation filed under the laws of the Republic of South Africa. The File Number issued by the CIPC - Companies and Intellectual Property and Commission of the Republic of South Africa is **Registration No. 2014/113831/07** and **File No. 720527477.** The principal place of business of the organization is *4th Floor, Hilda Chamber, Hilda Street, Hatfield Pretoria, Gauteng, South Africa 0083;* **Executive Office**: *Brooklyn Bridge Office Park, 3rd Flor, Bldg. 2, 570 Fehrsen St, Pretoria, Gauteng, South Africa;*

This Corporation survived the merger and was the Primary Acquiring Firm.

The Plan of Merger had changed the name to AU MIN AFRICA PTY LTD.

TO ALL TO WHOM THESE PRESENTS MAY COME GREETINGS:

THIS IS TO CERTIFY these Amended Articles of Merger of

AU MIN AFRICA PTY LTD

(Amending Article V - Shares Entitled to Vote and Article VI- Voting Information)

That Copy annexed, adopted on August 8, 2014 by a majority vote of the Board of Directors and the vote of the shareholders of the outstanding capital stocks owning or representing at least two thirds (2/3) of the outstanding stocks entitled to vote, and certified under oath by the Secretary and a majority of the Board of Directors of the Corporation, was approved by FINRA as of this date, pursuant to the provisions of the United States Tennessee Business Corporation Act TCA Title 48, Chapter 21 had issued the "Acknowledgement of Merger" on July 8, 2014 and copies thereof are to be filed with the CIPC - Companies and Intellectual Property and Commission of the Republic of South Africa.

Articles V & VI

AMEND TOTAL ISSUED & OUTSTANDING ORDINARY COMMON SHARES BEFORE MERGER OF THE NON-SURVIVING USA CORPORATION: That the total issued and outstanding ordinary common shares of the non-surviving Tennessee, USA Corporation of GreenGold Ray Energies Inc. was decreased to **FOUR HUNDRED NINETY-THREE MILLION, FIVE HUNDRED THIRTY-SIX THOUSAND, FOUR HUNDRED TWENTY-TWO (493,536,422)**

AMEND TOTAL COMBINED ORDINARY COMMON SHARES AFTER MERGER: That the total combined issued and outstanding ordinary common shares of the New and Surviving South African Corporation of AU MIN AFRICA PTY LTD was decreased to **EIGHT HUNDRED FIFTY-NINE MILLION, FOUR HUNDRED FIFTY-THREE THOUSAND, FOUR HUNDRED AND THREE (859,453,403)**;

Article V – Adjusted Shares Entitled to Vote

As to AU MIN AFRICA PTY LTD the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote, with other shares or as a class, on the Plan of Merger are as follows:

Voting Class	Shares Outstanding	Total Number Authorized & To Vote
a. Common Stock	859,453,403	4,990,000,000
[Adjusted At Merger GreenGold Ray Energies Inc. I/O =	497,205,903]	
[Au Minerals Africa Ltd I/O =	362,247,500]	
Total Issued & outstanding @ Merger =	859,453,403	

Total Common Shares Un-Issued
4,130,546,597
(4,990,000,000 *less* 859,453,403)

b. Preferred Stock *(Super Voting Rights only)* [Equals to *100 common votes per 1 Pref.]*	9,711,580	10,000,000

Article VI – Adjusted Voting Information

As to AU MIN AFRICA PTY LTD the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the plan of merger, respectively, and if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Plan of Merger are as follows:

Voting Class	*Total For*	*Total Against or did not vote*	*Total Entitled to Vote*
Preferred Stock *(Super Voting Rights only)* [Equals to *100 common votes per 1 Pref.]*	9,508,000	203,580	9,711,580
Common Stock Ordinary Stock	791,497,500	67,955,903	859,453,403

That I, Judy T. Rola was the appointed CFO/Secretary/Treasurer of the Non-Surviving GreenGold Ray Energies and the current appointed TA (Transfer Agent No. 36709) for AU MIN AFRICA PTY LTD; after further verification with FINRA, the U.S.A. *Financial Industries Regulatory Agency,* confirmed the following:

1. The corrected Issued and outstanding of the ordinary and common shares of GreenGold Ray Energies, the Non-Surviving U.S.A. Corporation **Before Merger** are *four hundred ninety-three million, five hundred thirty-six thousand and four hundred twenty-two* (493,536,422) shares.

2. The **adjusted** Issued and outstanding of the ordinary and common shares of GreenGold Ray Energies, the Non-Surviving U.S.A. Corporation **At Merger** are *four hundred ninety-seven million, two hundred five thousand and nine hundred three* (497,205,903) shares.

ARTICLE V & VI AMENDMENTS

That the Articles of Merger Incorporation and by-laws may be amended, repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders meeting called for that purpose. However the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt a new by-laws may be revoked only by the vote of the stockholders representing the majority outstanding capital stocks at a regular or special meeting.

Article VII – Approval of the Plan of Merger

The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the merger was incorporated or organized and by its constituent documents.

In Witness Whereof, we, the undersigned appointed Officers and Directors of GreenGold Ray Energies the Non-Surviving USA Corporation was approved by the 2/3 votes of the total outstanding common ordinary shares held by the majority controlling stockholders entitled to vote, the foregoing **Amendment to the Articles of Merger and its By-Laws** as set our hands this 8th day of August, 2014 at Cagayan De Oro, Camarines Norte and Davao City, Mindanao Island, Philippines and U.S.A.

Arthur P. Coloso
Comptroller/Chairman

Gil H. Salutim
Overall CEO/COO

Judy T. Rola
CFO/Secretary/ Treasurer/TA

WITNESS:

Marlou Coloso

Certificate of Acknowledgment of Execution of an Instrument

REPUBLIC OF SOUTH AFRICA
(Country)
GAUTENG PROVINCE
(Country and/or other political division)
CITY OF JOHANNESBURG
(Country and/or other political division)
U.S. CONSULATE GENERAL
(Name of foreign service office)

} ss:

I, Jack Knettles, Vice Consul of the United States of America at Johannesburg Gauteng, South Africa duly commissioned and qualified, do hereby certify that on this 26th day of June, 2014 before me personally appeared.

LEBOGANG FREDRIC MAKOLOLO (DIRECTOR)
ADV MBONGENI CHRISTIAN MATETA (DIRECTOR)
MANDLA BLESSING NHLAPO (COMPANY SECRETARY/DIRECTOR)

and acknowledged themselves to be the Founding Directors and Officers of ***AU MIN Africa (Pty) Ltd****, whose names are subscribed to, and who executed the annexed instrument, and being informed by me the contents of said instrument THEY duly acknowledged to me that THEY executed the same freely and voluntarily for the uses and purposes therein mentioned.*

(SEAL)

In witness whereof I have hereunto set my hand and official seal the day and year last above written.

CONSULATE GENERAL OF THE U.S. OF AMERICA ★ JOHANNESBURG, SOUTH AFRICA ★

Jack Knettles

Vice Consul

This document consists of 12 pages, including the Acknowledgement Certificate.

JACK KNETTLES
VICE CONSUL OF THE
UNITED STATES OF AMERICA

Commission indefinite

69.1498, 07/08/2014, 13:01:23, Received by Tennessee Secretary of State Tre Hargett

ACKNOWLEDGEMENT AND U.S.A. NOTARY
U.S.A EMBASSY OF REPUBLIC OF SOUTH AFRICA

BEFORE ME, a Notary Public for the 126 this 5th day of 2014 20____

NAME	PASSPORT	SIGNATURE
/s/ Lebogang Fredric Makolole **Lebogang Fredric Makolole**	No. 8701295903087	
/s/ Mbongeni Christian Mateta **Adv Mbongeni Christian Mateta**	No.7005295690087	
/s/ Mandla Blessing Nhlapo **Mandla Blessing Nhlapo**	No. 8710315464087	

are known to be the same individuals as the Founding Directors and Officers of **AU MIN AFRICA** who executed the acknowledged the Plan and Articles of Merger, unanimously approved by both corporations with the consent and approval from each corporations' majority shareholders, and was adopted effective June 20, 2014 in accordance with the provisions of the United States Tennessee Business Corporation Act TCA Title 48, Chapter 21 providing for the merger and combination of GreenGold Ray Energies, Inc., Tennessee, U.S.A. public traded corporation and of the private corporation of Au Minerals Africa (Pty) Ltd) duly organized in accordance to Section 13 of the Companies Act 2008 and Regulations 14 of the Companies Regulations 2011, the CIPC – The Companies of Intellectual Property Commission of the Republic of South Africa resulting in the name of **AU MIN AFRICA Registration No. 2014/113831/07; File No. 720527477 being the Surviving Corporation of the Merger and become the publicly traded U.S.A. and/or South African Corporation.**

This Notary Certification acknowledges that these actions were of their own free will, voluntary acts and deeds.

WITNESS MY HAND AND SEAL

SIGNATURE GUARANTEED
NOTARY PUBLIC

Doc. No. _____
Page No. _____
Book No. _____
Series of _____

360-1508, 07/08/2014, 13:01:26, Received by Tennessee Secretary of State Tre Hargett

WHEREFORE, It is with the mutual understanding of both parties' Officers, Board of Directors and with the approval of the Majority Controlling Shareholders of GreenGold Ray Energies, hereby favourably and positively considered approved this binding Memorandum of Mergers Agreement (MOMA), binding the heirs and successors of GreenGold Ray Energies, Tennessee, USA Corporation and of Au Minerals Africa (Pty) Ltd. doing business as **AU MIN AFRICA**, a South African Private Corporation.

Signed and Acknowledgement:

GreenGold Ray Energies, Inc.
Tennessee, U.S.A. Corp.
NON-SURVIVING COMPANY
Resigning the Current Position

/s/ Datu Arthur Coloso,
Datu Arthur Coloso
Comptroller/Chairman

/s/ Gil Salutim
Engr. Gil H. Salutim
Overall CEO/COO

/s/ Albert Mavunga
Albert Mavunga, President
CEO-Zimbabwe

/s/ Judy Rola
Judy. T. Rola, CEO
CFO/Sec/Treasurer

/s/ Jason Rollins
Jason Rollins, CIO
Vice-President

Au Minerals Africa Ltd.
Pretoria, South African Corporation
SURVIVING COMPANY
Current Officers and Directors

/s/ Tony Galvan
Anthony Persia Galvan
CFO/Secretary-Teasurer

/s/ Fredric Makololo
Fredric Lebogang Makololo
Overall CEO

/s/ Mbongeni Mateta
Adv Mbongeni Christian Mateta
Overall COO/ President

/s/ Mandla Nhlapo
Mandla Blessing Nhlapo
Overall Secretary

Approved by Majority Shareholder

Au Marcge Minerals AG, nominee name of BCHI-Philippines
[Ownership: 95.1% of the total votes that holders of the outstanding Common Stocks are entitled to]

BY: /s/ Ariel Caleon
Ariel R. Caleon, Esq. Atty.-In-Fact
Authorized Signatory

RJH Irrevocable Trust
[Ownership: 59.0% of the total votes that holders of the outstanding Common Stocks are entitled to]

BY: /s/ Lvee G. Garcia
Lvee Garcia, Atty.-In-Fact
Authorized Signatory

Copyright Adv. Mbongeni Mateta June 2014

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