



PRE-EMPTIVE AND PREFERENTIAL RIGHTS CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES "C" SUPER-VOTING PREFERRED AND COMMON ORDINARY STOCKS

1. **Pre-Emptive and Preferential Rights.** Each shareholder or subscriber shall be entitled to full pre-emptive or preferential rights, as such rights have heretofore been defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this corporation.

1.1.a **Sale or Transfer.** Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share, and the terms upon which such holder intends to make such sale or transfer. The secretary shall, within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholder personally or may be mailed to the last known addresses of such shareholders, as the same may appear on the books of this corporation. Within 40 days after mailing or delivering these notices to such shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in that notice shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified number or numbers of such shares at the price and upon the terms stated in that notice.

- If the total number of shares specified in such offers exceeds the number of shares referred to in the notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in the notice to the secretary.
- If all the shares referred to in the notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with offers made within the 40 day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in that notice not so purchased by the other shareholders, to any person or persons he may so desire, provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary.

1.2.a **Any sale or transfer,** or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms, conditions, and provisions of this paragraph are strictly observed and followed.

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1.3.b **Written Consent.** No sale, lease, conveyance, transfer, exchange or other disposition of all, or substantially all, the property and assets of this corporation, and no mortgage, deed of trust, pledge or hypothecation of all or substantially all the property, real or personal, of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

2. **New Issues of Stock.** As long as the original incorporators own stock in the corporation, it shall not issue new stock unless all incorporators approve that issue.
3. **Endorsement of Stock Certificates.** Upon the issuance of shares, each certificate of capital stock in the corporation shall be endorsed as follows:

NOTICE IS HEREBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of the Standard Memorandum of Incorporation and the Bylaws of this corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences, limitations and relative rights. All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

4. **Increased Authorized Stocks and Classes:** The aggregate total number of all classes of stock which the "Corporation" has the authority to issue is **increased** to *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 or Ordinary Stock, with USD \$0.10 nominal or par value or equivalent to 1.22 South African Rand per share, and (B) one class of *ten million (10,000,000)* shares of Preferred Series Super Voting Stock only with a nominal and par value of USD\$1.00 or 10.67 ZAR 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.

5. **Certificate of Designation~ Series Super Voting "C" Preferred & Common Ordinary Stocks**

5.(a) **Re-Designation:** Preferred class of stock of this corporation heretofore named "Preferred Stock" shall be re-named and designated as *Super Voting "C" Preferred Stocks*.

Super Voting Preferred "C" Stocks

5.(a)i **Super Voting Preferred "C" Stocks** - Anti- Dilutive, have full voting rights equals to *one hundred (100) common votes per one (1) Super-Voting "C" Series Preferred Stocks*, not Convertible to Common Stocks, *Ten Million (10,000,000)* Authorized stocks, \$1.00 nominal and par value per share and Priced at \$10.00 per Share;

5.(a)ii *9,500,000* had been issued since May 8, 2008 under the name of "AU Marcge Minerals AG, the nominee name of the Majority Controlling Stockholders - BCHI Philippines, based on the provisions of the merger with GreenGold Ray Energies, the predecessor name of the MOA entered into between Waste Recovery, Inc. and BCHI Philippines on April 15, 2008, as confirmed and filed under the jurisdiction of the State of Texas, U.S.A.

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Re-Designation of Common Ordinary Stock

5.{b} Re-Designation of Common Stock. The Common class of Stock of this corporation heretofore named "Common Ordinary Stock" to have *four billion, nine hundred ninety million (4,990,000,000)* Authorized Shares @ \$0.100 USD (1.22 ZAR) nominal and par value, be re-named and designated as "Restricted and Unrestricted (freely tradeable) stocks".

5{c}, *four hundred ninety-seven million, two hundred five thousand and nine hundred three (497,205,903)* were the total **adjusted** "ordinary common shares" issued and outstanding **At Merger**, held by the existing shareholders of the *Non-Surviving U.S.A.* Publicly Traded Corporation of **GreenGold Ray Energies, USA Corporation**, as a result of its *Plan of Merger* with "AU MIN AFRICA PTY LTD, the Surviving South African Corporation; as one of the provisions of the merger executed by both Parties on June 20, 2014, was confirmed and issued by the Secretary of States of Tennessee, U.S.A. as evidenced by the issuance of the "**Acknowledgement of Merger**" filing on July 8, 2014.

5{d}, *eight hundred fifty-nine million, four hundred fifty three thousand and four hundred three (859,453,403 = [497,205,903 + 362,247,500])* were the **Overall Total Adjusted** "ordinary common shares" issued and outstanding **At Merger**, held by the current and existing shareholders of "AU MIN AFRICA, the Surviving South African Corporation as of August 27, 2014.

6. Conversion Rights.

- a. Each individual share of *Super Voting Preferred "C"* Stock is not convertible into any number of shares of Common Stock;

a. Issuance.

Preferred Series "C" Super-Voting Stocks

Shares of *Preferred Series "C" Super-Voting Stocks* may not be issued in exchange any partial or full retirement of debt held by Management, employees or consultants. The number of Shares of *Preferred Series "C" Super-Voting Stocks* to be issued to each qualified person (member of Management, employee or consultant) holding a Note are not applicable.

7. Voting Rights.

Series "C" Super-Voting Preferred Stocks

7.(a) If at least one share of *Super-Voting Series "C" Preferred Stock* is issued and outstanding, then the total aggregate issued shares of *Super Voting Series "C" Preferred Stock* at any given time, regardless of their number, shall have voting rights equals to *one hundred (100) common stocks* at the time of any vote of shareholders.

8.(b) Each individual share of *Super Voting Series "C" Preferred Stock* shall have the voting rights equal to *one hundred (100) common stocks* of the number of shares of Common Stock, at the time of any vote of shareholders which are issued and outstanding at the time of the vote.

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8. Dividends.

The holders of *Common Ordinary Stocks* shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

9. CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES "C" SUPER-VOTING PREFERRED STOCK.

9.(a) DESIGNATION AND NUMBER OF SHARES.

9.(a)(i) *Ten Million (10,000,000) shares of Series "C" Preferred Stock*, par value \$1.00 USD (10.67 ZAR) per share (the "Preferred Stock"), are Authorized pursuant to Article IV of the Corporation's Amended Certificate of Incorporation ("Series "C" Preferred Shares").

9.(b) LIQUIDATION RIGHTS.

Series C Super -Voting Preferred Stocks

9.(c) Upon any liquidation, dissolution or winding up of The Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the *Super Voting Series "C" Preferred Stocks*, the holders of the *Super Voting Series "C" Preferred Stock* shall be entitled to be paid out of the assets of the Corporation an amount equal to \$10.00 per share (ZAR 121.56 South African Rand) in the event of an aggregate subscription by a single subscriber for *Super Voting Series "C" Preferred Stock* in excess of \$100,000 (@ 1.22 ZAR per share). These were adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares (the "Preference Value"), plus all declared but unpaid dividends, for each share of *Super Voting Series "C" Preferred Stock* held by them.

After the payment of the full applicable Preference Value of each share of the *Super Voting Series "C" Preferred Stock* as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

9.(d). CONVERSION AND ANTI-DILUTION.

Series "C" Super-Voting Preferred Stock

Each share of *Super Voting Series "C" Preferred Stock* Anti-Dilutive and are Not Convertible, at any time; par value \$1.00 USD (or 10.67 ZAR) per Share, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate").

10. PRIOR TO THE REVERSE SPLITS. Shares of *Super Voting Series "C" Preferred Stock* however, would not participate in any forward splits, and may not be diluted by any reverse split following a forward split.

11. VOTING RIGHTS.

11.a Each share of *Super Voting Series "C" Preferred Stock* shall have *one hundred (100)* common votes for any election or other vote placed before the shareholders of the Company.

11.b Shares of *Super Voting Series "C" Preferred Stock*, however, would not participate in forward splits, and may not be diluted by a reverse split following a forward split.

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AU MIN AFRICA LTD



12. PRICE.

- (a) The initial price of each share of *Super Voting Series "C" Preferred Stock* shall be \$10.00 USD (121.56 ZAR)
- (b) The initial price of each share of *Common Ordinary Stock* is set at \$0.1000 (1.22 ZAR). That no shares shall be sold below \$0.1000 (1.22 ZAR) each ordinary share which is its Nominal Par Values.
- (c) The price of each share of *Super Voting Series "C" Preferred Stocks* may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

Dated: May 15, 2015



Anthony P. Galvan, CFO
Treasurer/Directo

Acknowledged and Approved by:

Malou Coloso, Trustee
Director /Atty.-In-Fact
Authorized Signatory
BCHI Philippines
AU MARCGE MINERALS AG
Majority Controlling Shareholder

**Ownership: 83.0% of the
total votes the holders of the
outstanding Common Stock
are entitled to vote**



Seal

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