Companies and Intellectual Property Commission
Republic of South Africa

Memorandum of Incorporation of

(Insert Name of Company) Au Min Africa AU MIN AFRICA LTD

which is a profit company, has at least 3 director(s) and 1 alternate director(s), is authorised to issue securities as described in Article 2, and is referred to in the rest of this Memorandum of Incorporation as "the Company".

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf (only required in the case of new company registrations):

	Name and address	Identity or Registration #	Signature	Date
1	Litha Siyabonga Simetbom, CEO 144 Willow Crescent St. Ext 21 Phumula, Roodekop, Germiston, SA 1431	7703115850081		x May 29 2015
2	Bongiwe Buyiswa Sithole MBINA, CCAO 147 Grosvenor Road Bryanston, Bryanston Gauteng, SA 2021	7094808 9	x	x May 29, 2015
3	Anthony Persia Galvan, CFO Sose Pangani Barangay Camarines Norte Republic of the Philippines 4600	EC2938787	x A Galvan	x May 29, 2015
4	Ariel Rigon Caleon, Chairman Labo, Daet Camarines Norte Republic of the Philippines 4600	EB0446049	x	x May 29, 2015

Form CoR 15.1B
Long Standard Form for Profit Companies

- This form is issued in terms of section 13 of the Companies Act, 2008 and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a profit company.
- A profit company may be incorporated by one or more persons.
- The incorporators must complete this form by—
  (a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (b) (i) or (ii);
  (b) inserting the number of directors and alternate directors in the spaces provided;
  (c) inserting the number of authorised shares, in the space provided; and
  (d) each signing and dating the form on a line of the Table at left.
- There are 11 pages in this form. If filing by paper, all 11 pages must be filed
- This Form must be filed with Form CoR 14.1, Notice of Incorporation, and required annexures and fees.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

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  (b) inserting the number of directors and alternate directors in the spaces provided;
  (c) inserting the number of authorised shares, in the space provided; and
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(Insert Name of Company) Au Min Africa AU MIN AFRICA LTD

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Name and address	Identity or Registration #	Signature	Date
1) Litha Siyabonga Swartbooi, CEO	7703115852081	x	x May 29, 2015
144 Willow Crescent St. Ex21			
Phumula, Roodekop, Germinston, SA 1431			
2) Bongiwe Buyiswa MBINA, CCAO	84060 70948089	x	x May 29, 2015
147 Grosvenor Road Bryanston, Bryanston			
Gauteng, SA. 2021			
3) Anthony Persia GALVAN, CFO	EC29386787	x A Galvan	x May 29, 2015
Jose Panganiban Camarines Norte			
Republic of the Philippines 8600			
4) Ariel Rigon Caleon, Chairman	EB0466049	x A R. Caleon	x May 29, 2015
Labo, Daet Camarines Norte			
Republic of the Philippines 8600			

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).

Article 1 - Incorporation and Nature of the Company

In this Memorandum of Incorporation–

(a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
(b) words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.
(c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The Schedules attached to this Memorandum are part of the Memorandum of Incorporation.

1.1 Incorporation –

(1) The Company is incorporated as from Au Min Africa Ltd. as a –

_____ state owned company, as defined in section 8 (2) (a)
_____ private company, as defined in section 8(2)(b).
_____ personal liability company, as defined in section 8(2)(c).
X public company, as defined in section 8(2)(d).

(2) The Company is incorporated in accordance with and governed by -
(a) the unalterable provisions of the Companies Act, 2008; and
(b) the alterable provisions of the Companies Act, 2008, subject to the limitations, extensions, variations or substitutions set out in this Memorandum; and
(c) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

(1) The Company -
X is not subject to any provisions contemplated in section 15 (2)(b) or (c).
_____ is subject to provisions contemplated in section 15 (2)(b) or (c), as set out in Part A of Schedule 1.

(2) The purposes and powers of the Company-
X are not subject to any restrictions, limitations or qualifications, as contemplated in section 19 (1)(b)(ii).
_____ are subject to the restrictions, limitations or qualifications contemplated in section 19 (1)(b)(ii), as set out in Part A of Schedule 1.

1.3 Memorandum of Incorporation and Company rules

(1) This Memorandum of Incorporation of the Company-
_____ may be altered or amended only in the manner set out section 16, 17 or 152 (6) (b).
X may be altered or amended in the manner set out in section 16, 17 or 152 (6)(b), subject to the provisions contemplated in section 16 (2), as set out in Part B of Schedule 1.

(2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
X is not limited or restricted in any manner by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part B of Schedule 1.

(3) The Board must publish any rules made in terms of section 15 (3) to (5) -
_____ by delivering a copy of those rules to each shareholder by ordinary mail.
X in accordance with the requirements set out in Part B of Schedule 1.

(4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) –
_____ by delivering a copy of those rules to each shareholder by ordinary mail.
X in accordance with the requirements set out in Part B of Schedule 1.

1.4 Application of optional provisions of Companies Act, 2008

[This sub-article is not to be used in the case of a public company]

(1) The Company - N/A Not Applicable

_____ does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

_____ does elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008, to the extent set out in Part C of Schedule 1.

(2) The Company - N/A Not Applicable

_____ does not elect, in terms of section 118 (1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act.

_____ elects in terms of section 118 (1)(c)(ii) to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations in terms of that Act, to the extent set out in Part C of Schedule 1.

Article 2 - Securities of the Company

2.1 Shares

(1) The Company is authorised to issue no more than – 4,990,000,000 ORDINARY SHARES WITH

_____ 4,990,000 .....shares of a single class of shares with ~~no~~ nominal or par value, each of which Nominal Share of

entitles the holder to – $1.00 USD = 1.22 Rand ZAR each Share

(a) vote on any matter to be decided by a vote of shareholders of the company;

(b) participate in any distribution of profit to the shareholders; and

(c) share in the distribution of the company's residual value upon its dissolution.

X the maximum number of each of the classes of shares set out in Part A of Schedule 2, subject to the preferences, rights, limitations and other terms associated with each such class, as set out in Part A of Schedule 2.

(2) The authority of the Company's Board of Directors to increase or decrease the number of authorised shares of any class of the Company's shares, to reclassify any shares that have been authorised but not issued, to classify any unclassified shares, or to determine the preferences, rights, limitations or other terms of any class of shares, as set out in section 36 (2)(b) and (3)

X is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part A of Schedule 2.

[In the case of a public company]

(2A) The Company -

_____ must not make an offer to the public of any of its securities

[In the case of a private or personal liability company]

X may make an offer to the public of any of its securities

(2B) The transferability of the shares of the Company –

X is not restricted.

_____ is restricted as set out in Part F of Schedule 2

[In the case of a private or personal liability company]

(3) The shareholders of the Company -

_____ do not have any pre-emptive right to be offered and to subscribe for additional shares of the company.

X have a common pre-emptive right to be offered and to subscribe for additional shares of the company, as set out in Part A of Schedule 2 .

X have only such pre-emptive rights to be offered and to subscribe additional shares of the company, if any, as are set out in the preferences, rights, limitations and other terms associated with their respective classes of shares.

[In the case of a public company]

(4) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39 -

____ is unconditional, and is not limited, negated or restricted in any manner contemplated in subsection (3) of section 39.

X is subject to the conditions, limitations, or restrictions set out in Part A of Schedule 3.

____ does not apply with respect to any shares of the Company.

_____[In the case of a private or personal liability company]

(5) The authority of the Company's Board of Directors to authorise the Company to provide financial assistance in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in section 44 -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part B of Schedule 2.

(6) The authority of the Company's Board of Directors to approve the issuing of any authorised shares of the Company as capitalisation shares, to issue shares of one class as capitalisation shares in respect of shares of another class, and to resolve to permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, as set out in section 47 (1) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part C of Schedule 2.

(7) Securities of the Company are to be issued -

____ in uncertificated form, as contemplated in section 49 (2)(b).

X in either certificated or uncertificated form, as the Board may determine

2.2 Debt instruments

(1) The authority of the Company's Board of Directors to authorise the company to issue secured or unsecured debt instruments, as set out in section 43 (2) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part D of Schedule 2.

(2) The authority of the Company's Board of Directors to grant special privileges associated with any debt instruments to be issued by the company, as set out in section 43 (3) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part D of Schedule 2.

2.3 Registration of beneficial interests

The authority of the Company to allow the Company's issued securities to be held by, and registered in the name of, one person for the beneficial interest of another person, as set out in section 56 (1) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part E of Schedule 2.

Article 3 - Shareholders

3.1 Shareholders' right to information

In addition to the rights to access information set out in section 26 (1), every person who has a beneficial interests in any of the Company's securities or any other specified person, has the further rights to information, if any, set out in Part A of Schedule 3 of this Memorandum of Incorporation.

3.2 Shareholders' authority to act

(1) If, at anytime, there is only one shareholder of the Company, the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in section 57 (2) –

(a) is not limited or restricted by this Memorandum of Incorporation.

(b) is limited or restricted to the extent set out in Part A of Schedule 3.

(2) If, at anytime, every shareholder of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section -

_____ is not limited or restricted by this Memorandum of Incorporation.

X is limited or restricted to the extent set out in Part A of Schedule 3.

3.3 Representation by concurrent proxies

The right of a shareholder of the Company to appoint persons concurrently as proxies, as set out in section 58 (3)(a) -

X is not limited, restricted or varied by this Memorandum of Incorporation.

_____ is limited, restricted or varied to the extent set out in Part B of Schedule 3.

3.4 Authority of proxy to delegate

The authority of a shareholder's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b) –

_____ is not limited or restricted by this Memorandum of Incorporation.

X is limited or restricted to the extent set out in Part B of Schedule 3.

3.5 Requirement to deliver proxy instrument to the Company

The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in section 58 (3) (c)

_____ is not varied by this Memorandum of Incorporation.

X is varied to the extent set out in Part B of Schedule 3.

3.6 Deliberative authority of proxy

The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising any voting right of the shareholder, as set out in section 58 (7) –

_____ is not limited or restricted by this Memorandum of Incorporation.

X is limited or restricted to the extent set out in Part B of Schedule 3.

3.7 Record date for exercise of shareholder rights

If, at anytime, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is –

X as determined in accordance with section 59 (3).

_____ as determined in the manner set out in Part C of Schedule 3.

Article 4 - Shareholders Meetings

4.1 Requirement to hold meetings

The Company -

X is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.

_____ is required to hold shareholders meetings, in addition to those specifically required by the Companies Act, 2008, as set out in Part A of Schedule 4.

4.2 Shareholders' right to requisition a meeting

The right of shareholders to requisition a meeting, as set out in section 61 (3), may be exercised -

_____ by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting, as provided for in that section.

X by the holders of at least 20 % of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting, despite the provisions of that section *[In the case of a percentage lower than 10]*.

4.3 Location of shareholders meetings

The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) -

X is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part B of Schedule 4.

4.4 Notice of shareholders meetings

The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, as required by section 62 -

_____ is as provided for in section 62 (1).

X is 15 business days before the meeting is to begin.

4.5 Electronic participation in shareholders meetings

The authority of the Company to conduct a meeting entirely by electronic communication or to provide for participation in a meeting by electronic communication, as set out in section 63 -

X is not limited or restricted by this Memorandum of Incorporation.

_____ is prohibited, limited or restricted to the extent set out in Part C of Schedule 4.

4.6 Quorum for shareholders meetings

(1) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered are -

X as set out in section 64 (1) without variation.

_____ as set out in section 64 (1) subject to a minimum of _____% in substitution for the 25% required by that section.

(2) The time periods allowed in section 64 (4) and (5)

X apply to the Company without variation.

_____ apply to the Company, subject to the variations set out in Part D of Schedule 4.

(3) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) -

X is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part D of Schedule 4.

4.7 Adjournment of shareholders meetings

The maximum period allowable for an adjournment of a shareholders meeting is -

X as set out in section 64 (12), without variation.

____ as set out in section 64 (12), subject to the variations set out in Part E of Schedule 4.

4.8 Shareholders resolutions

(1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of –

X more than 50% of the voting rights exercised on the resolution, as provided in section 65 (7).

____ at least ___% of the voting rights exercised on the resolution, despite section 65 (7).

____ at least the minimum percentage of the voting rights exercised on the resolution, as set out in Part F of Schedule 4.

(2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least -

____ 75% of the voting rights exercised on the resolution, as provided in section 65 (9).

X 50% of the voting rights exercised on the resolution, despite section 65 (7).

____ the minimum percentage of the voting rights exercised on the resolution, as set out in Part F of Schedule 4.

(3) A special resolution adopted at a shareholders meeting is -

____ not required for a matter to be determined by the Company, except those matters set out in section 65 (11), or elsewhere in the Act.

X required, in addition to the matters set out in section 65 (11), for the matters set out in Part G of Schedule 4.

Article 5 - Directors and Officers

5.1 Composition of the Board of Directors

(1) The Board of Directors of the Company comprises of at least 3 directors, and 2 alternate directors, to be elected by holders of the companies securities entitled to exercise voting rights, as contemplated in section 68.

(2) In addition to the elected directors -

____ there are no appointed or *ex officio* directors of the Company, as contemplated in section 66(4).

X there are 4 appointed, and 0 *ex officio* directors of the Company, as contemplated in section 66 (4), to be designated in the manner specified in Part A of Schedule 5.

(3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director or a prescribed officer of the Company, a person –

____ need not satisfy any further eligibility requirements or qualifications.

X must satisfy the additional eligibility requirements and qualifications set out in Part B of Schedule 5.

(4) Each elected director of the Company serves for –

X an indefinite term, as contemplated in section 68 (1).

____ a term of ____ years.

____ a term determined in the manner set out in Part C of Schedule 5.

(5) The manner of electing directors of the Company is -

X as set out in section 68 (2).

____ as set out in Part C of Schedule 5.

(6) The authority of the Company's Board of Directors to fill any vacancy on the Board on a temporary basis, as set out in section 68 (3) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part D of Schedule 5.

5.2 Authority of the Board of Directors

(1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, asset out in section 66 (1)

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part E of Schedule 5.

(2) If, at any time, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section -

____ is not limited or restricted by this Memorandum of Incorporation.

X is limited or restricted to the extent set out in Part F of Schedule 5.

5.2A Liability of Directors Not Liable as Public Company

____ The company is a personal liability company and the directors and past directors are jointly and severally liable for the debts and liabilities of the company as contemplated in section 19 (3).

5.3 Board of Directors Meetings

(1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part G of Schedule 5.

(2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised–

X by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section; or

____ by at least _____% of the directors, or by at least _____ directors, despite the provisions of that section.

(3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) –

X is not limited or restricted by this Memorandum of Incorporation.

___ is limited or restricted to the extent set out in Part H of Schedule 5.

(4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part H of Schedule 5.

(5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part H of Schedule 5.

(6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are -

X as set out in section 73 (5), without variation.

____ as set out in section 73 (5) subject to the variations set out in Part H of Schedule 5.

5.4 Director's compensation and financial assistance

(1) The authority of the Company to pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (8) and (9) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part I of Schedule 5.

(2) The authority of the Company's Board of Directors, as set out in section 45, to authorise the Company to provide financial assistance to a director, prescribed officer or other person referred to in section 45 (2)-

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part I of Schedule 5.

5.5 Indemnification of Directors

(1) The authority of the Company to advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, asset out in section 78 (4) -

X is not limited, restricted or extended by this Memorandum of Incorporation.

____ is limited, restricted or extended to the extent set out in Part J of Schedule 5.

(2) The authority of the Company to indemnify a director in respect of liability, as set out in section 78 (5) -

X is not limited or restricted by this Memorandum of Incorporation.

____ is limited or restricted to the extent set out in Part J of Schedule 5.

(3) The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78 (7) –

X is not limited, restricted or extended by this Memorandum of Incorporation.

____ is limited, restricted or extended to the extent set out in Part J of Schedule 5.

5.6 Committees of the Board

(1) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72 (1), and to include in any such committee persons who are not directors, as set out in section 72 (2)(a) -

X is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part K of Schedule 5.

(2) The authority of a committee appointed by the Company's Board of Directors, as set out in section 72 (2) (b) and (c) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part K of Schedule 5.

Article 6 - General Provisions

Insert any further provisions desired in this or additional Articles.

See Attached Exhibit I

Schedule 1 – Incorporation and nature of the Company

Part A

Insert—

(a) any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act; and

(b) any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.

Exhibit II

Part B

Insert— Company By Laws, Board Resolutions, Written Approval By Maority Shareholders_ Merger with U.S.A Publicly Traded Com

(a) any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16 (2) of the Act;

(b) any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15 (3) to (5) of the Act; and

(c) any provisions relating to the publication of the notice of alteration as contemplated in section 17 (1) of the Act.

Part C

Insert—

(a) *any provisions to subject the Company to Chapter 3 of the Act on a voluntary basis, as contemplated in section 34 (2) of the Act; and*

(b) *any provisions to subject the Company to Parts B and C of Chapter 5 of the Act, and to the Takeover Regulations, on a voluntary basis as contemplated in section 118 (1)(c)(ii) of the Act.*

Schedule 2 - Company Securities

Part A

Insert— See Certificate of Designations Exhibit III

(a) *any provisions setting out the classes of authorised shares, and maximum number of authorised shares of each class, and the preferences, rights, limitations and other terms of each class of shares as contemplated in section 36 (1) of the Act; and*

(b) *any provisions respecting the authority of the Board to exercise powers relating to shares, as contemplated in section 36 (3) of the Act.*

Part B See By Laws

Insert any provisions restricting or limiting the authority of the Board to provide financial assistance to any person in relation to the subscriptions of securities or options, as contemplated in section 44 of the Act.

Part C See bylaws

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of capitalisation shares, as contemplated in section 47 (1) of the Act.

Part D See By, Laws

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of debt instruments, as contemplated in section 43(2) or (3) of the Act.

Part E See By Laws

Insert any provisions restricting or limiting the authority of the Company with respect to the registration of beneficial interests in the Company's securities, as contemplated in section 56 (1) of the Act.

Part F See By Laws

Insert any provisions restricting or limiting the transferability of the securities of the Company as contemplated in section 8 (2) (b) (ii) (bb).

Schedule 3 - Shareholders

Part A See - Exhibit IV - Shareholders list

Insert –

(a) *any provisions relating to information rights of any person in addition to those set out in section 26 (3 of the Act).*

(b) *any provisions limiting or restricting the right of shareholders to act without meeting formal requirements, as contemplated in section 57 (2) or (4) of the Act.*

(c) *any provisions limiting or restricting or setting conditions for the pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39 .*

Part B See By Laws

Insert any provisions relating to the powers of shareholders to appoint proxies, the appointment of proxies, and the powers of any such proxy, as contemplated in section 58 of the Act.

Part C See By Laws

Insert any provisions respecting the fixing of a record date, as contemplated in section 59 of the Act.

Schedule 4 - Shareholders Meetings

Part A See By Laws

Insert any provisions imposing a requirement to hold a shareholder's meeting.

Part B See By Laws

Insert any provisions limiting or restricting the authority of the Board to determine the location of shareholders meetings, or the authority of the Company to meet outside the Republic.

Part C See By Laws

Insert any provision prohibiting, limiting or restricting the authority of the Board with respect to the use of electronic communication for shareholders meetings, as contemplated in section 63 of the Act.

Part D See By Laws

Insert any provision respecting the quorum requirements for shareholders meetings, or varying the provisions of section 64 of the Act.

Part E See By Laws

Insert any provision varying section 64 (13) of the Act with respect to the maximum period for adjournment of a shareholders meeting.

Part F

Insert— See By Laws

(a) *any provision establishing different requirements for adoption of an ordinary resolution for different matters;*

(b) *any provision establishing different requirements for adoption of an special resolution for different matters; or*

(c) *any provision imposing the requirement of a special resolution to approve any matter, as contemplated in section 65 (11) of the Act.*

Part G See By Laws

Insert any provisions requiring a special resolution to be adopted for any matter in addition to the matters set out in section 65 (11) or elsewhere in the Act.

Schedule 5 - Directors of the Company

Part A

Insert any provisions establishing the rights of any person to appoint a director, or establishing the right of any person to be an ex officio director of the Company, or providing for the appointment or election of alternate directors.

See Exhibit I - Board of Directors & Management

Part B See By Laws

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

Part C

Insert – See By Laws

(a) any provision establishing an alternative manner of electing directors, as contemplated in section 68 of the Act.

(b) any provisions establishing an alternative manner of determining the term to be served by any director.

Part D See By Laws

Insert any provision limiting or restricting the authority of the Board to temporarily fill a vacancy on the Board, as contemplated in section 68 (3) of the Act.

Part E See By Laws

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

Part F See By Laws

Insert any provision limiting or restricting the authority of a lone director to act without regard for formalities, as contemplated in section 57 (3) of the Act.

Part G See By Laws

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

Part H See By Laws

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

Part I See By Laws

Insert any provision limiting or restricting the authority of the Company to pay remuneration to its Directors, as contemplated in section 66 (8) of the Act, or limiting or restricting the authority of the Board to authorise the Company to provide financial assistance to a director, prescribed officer or any other party contemplated in section 45 (2) of the Act.

Part J See By Laws

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

Part K See By Laws

Insert any provision limiting or restricting the authority of the Board with respect to the establishment of committees, or limiting or restricting the authority of a committee, as contemplated in section 72 of the Act.

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 14.1

Annexure D

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation14 of the Companies Regulations, 2011.
- Use of Annexure D is optional. It may be used by the incorporators of any company to give notice of the initial appointments of a company secretary, auditor or members of an audit committee.
- For further reference, see section 85 (4) of the Act.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3.

Notice of Incorporation
Notice of Company Appointments

The Incorporators advise that the following persons have been appointed, and consented to serve, as the initial company secretary, auditor, or members of the audit committee of the company, as indicated. ZU MIN AFRICA LTD

For each person listed, provide the information as indicated:

Name and Address	Identity, Registration or Practice Number	Office to which appointed
Bongiwe Buyisiwa NKBINA #147 Grosvenor Rd. Bryanston, Bryanston Gauteng. SA. 2021	4669310 63 840607 0948089	CCAO - Chief Compliance & Administrative officer / Secretary & Comptroller
Marco Llano Room 201, DeLeon Building, Pabayo-Pacana St., Cagayan de Oro 8600 Mindanao Island Philippines	PTR No. 8758911 CPA Philippines Registered	Auditor MBA / CPA
Anthony Persia GALVAN Jose Panganiban Camarines Norte Philippines	CFO Consultant EC29286787	CFO / Treasurer

For Commission Use only — **Commission file number:** _____ **Date filed:** _____

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND THE MAJORITY SHAREHOLDERS ON SPECIAL & EMERGENCY BOARD RESOLUTIONS AND CORPORATE ACTIONS OF AU MIN AFRICA LTD

Know All Men By These Presents:

WHEREAS we, the undersigned original incorporators and members of the Board of Directors (the "Board") of AU MIN AFRICA LTD, formerly GREENGOLD RAY ENERGIES INC, a publicly traded U.S.A corporation organized and existing under the laws of the State of Tennessee, U.S.A. (the "Corporation") had changed Country of Domicile to South Africa under the name of AU MIN AFRICA, hereby consent to by unanimous decision resolved, approved, adopted and agreed to and passed that on this day May 15, 2015, Pursuant to the Articles of the Corporation's Second Amendment and Restated Bylaws, and pursuant to the provisions in terms of the Companies Act No. 71 of 2008; Pursuant to the provisions of Section 13, Section 15 and Section 16 of the Companies Act 2008 and of Regulations 14 of the Companies Regulations 2011, of The Companies and Intellectual Property Commission (CIPC) of the Republic of South Africa, as well as in accordance and in pursuant to the Securities Exchange Commission Business Corporation Code, voluntarily agreed to amend, appoint, resolve and pass the following special and emergency corporate resolutions and actions by unanimous written consent from the shareholders of GREENGOLD RAY ENERGIES INC. now known as AU MIN AFRICA LTD holding a total of 75% or 2/3 votes of the outstanding shares entitled to vote and to take the following actions, such resolutions to have the same force and effect as if said resolutions were adopted at a duly called meeting of the Board:

A. That the **primary purposes** of this Corporation are: (1) to engage in the international trading and exportation of gold, diamond, gems and all other minerals; (2). To engage in processing, milling, concentrating, beneficiating, pelletizing, converting, smelting,

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treating, refining and preparing by whatsoever process all kinds of ores, minerals, gems and metals; (3) to purchase, lease, locate or otherwise acquire real estates and operate plants and facilities for its corporate headquarter and office, for milling concentrating, beneficiating, pelletizing, converting, smelting, treating, refining and all other process; (4) to acquire, process, sell, export, import or otherwise deal in ores, mineral and metals, to trade globally within the free zone countries; (5) to Register and obtain a Trading License with the DMCC (Dubai Multi-Commodities Centre) Free Zone Registry and and (5) in general to carry on any other legal business of the general nature in connection with the foregoing, whether investments or otherwise holders, mine owners, land and water owners, and in general to carry on any other business of the same general nature in connection with the foregoing whether investments or otherwise, including to export mineral products in accordance with the law. (at least 90% for Export).

CIPC REGISTRATION, DESIGNATIONS, SECURITIES TRANSFER RESOLUTIONS

NOW THEREFORE, BE IT RESOLVED, that the director(s) and officer(s) identified below

(i) **Founding Directors: Ariel Rigon Caleon, Litha Siyabonga Swartbooi, Bongiwe Buyiswa Mbina, Anthony Persia Galvan** (the **"Board")** be and hereby are authorized and empowered for and on behalf of the "Corporation":

a. To designate, and appoint the Directors and Officers to serve on the new CIPC Registered Public Company of the "Corporation" named AU MIN AFRICA and appoint the Directors/Officers for the DMCC (Dubai Multi-Commodities Centre) Free Zone Registry, Dubai, UAE.

b. The appointed Directors and Officers are subject to uphold in good standing and exemplary performance, character evaluation, amicable and harmonious working relations with other directors, officers, financiers, shareholders, employees to name a few, loyalty and sincerity to the Corporation's Mission and Vision, and in pursuant to the CIPC South African Corporation and the DMCC (Dubai Multi-Commodities Centre) Registry Policies in pursuant to and in accordance to the Corporation's Bylaws;

c. To authorize, accept, sell and convey, assign transfer or otherwise dispose of shares, bonds, debentures stock and other securities of every description now and hereafter registered in the name of the Corporation and to sign and execute on behalf of the "Corporation" all and any instruments of acceptance and transfer;

(ii) **RESOLVED FURTHER** that all of the above mandates, designations, appointments and instruments of acceptance and transfer and other documents in connection therewith heretofore signed and executed on behalf of the "Corporation" in accordance with the authorities set out and dated above are hereby ratified, confirmed, are valid, fully binding and are effective on the above date thereof.

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(iii) **OMNIBUS RESOLUTIONS**

RESOLVED Further the following RESOLUTIONS:

(i) **Registration as a PUBLIC COMPANY with The CIPC: The Companies and Intellectual Property Commission (CIPC) of the Republic of South Africa**: be hereby resolved the "Corporation" to Register as a **CIPC Public Company**;

(ii) **Registration as a Publicly Traded Company with the JSE:** to Trade in the Secondary Market of the **JSE** (Johannesburg Stock Exchange);

(iii) **Registration and Commodities Trading Licensure with the DMCC FZE**: be hereby resolved the "Corporation" is to Register and to obtain its ***Commodities*** *(Gold, Diamond plus all other Precious Gems & Precious Metals)* ***Trade License*** with the DMCC (*Dubai Multi-Commodities Centre*) Free Zone Emirates (FZE) Registry of Companies, Dubai, UAE effective immediately:

a. As a **DMCC Subsidiary Company**: that the DMCC Registered & Commodities Trade Licensed Companies shall be a wholly owned subsidiaries of the "Corporation" named as **AU MIN AFRICA DMCC**.
b. The **AU MIN AFRICA DMCC** the DMCC UAE Public Company Trading in the U.S.A. Stock Exchange whose Primary purpose shall be under the Activity DED Code No. 5142-01 Metal Ores Trading and Activity DED Code No. 5142-04 Non-Manufactured Precious Metals Trading;

(iv) **Appointed Directors:**

a. **CCAO - Chief Compliance & Adminsitrative Officer / Corporate Secretary/ Comptroller / Director:** *Ms. Bongiwe Buyiswa Mbina* be and hereby appointed as the Director / CCAO / Secretary/Comptroller on the effective date when the Registration and License are Issued by CIPC & DMCC.
b. **CEO/COO/Legal Counsel / Director:** *Atty. Litha Siyabonga Swarthooi* be and hereby appointed as the Director/CEO/COO//Legal Counsel on the effective date when the Registration and License are Issued by CIPC & DMCC.
c. **CFO/ Treasurer/Overall Secretary/Director:** *Anthony Persia Galvan* be and hereby appointed as the Director/CFO/Treasurer on the effective date when the Registration and License are Issued by CIPC & DMCC.

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d. **CHAIRMAN /Director:** *Atty. Ariel Rigon Caleon* be and hereby appointed as the Director/Chairman on the effective date when the Registration and License are Issued by CIPC & DMCC.

(v) **Corporate Office Headquarter:**

1. AU MIN AFRICA LTD, South Africa is headquartered at *3rd Floor, Regus House, Fairview Office Park, Ring Road, Greenacres, Port Elizabeth, SA 6045*

2. AU MIN AFRICA DMCC, Dubai, UAE Subsidiary Corporate Office shall be in the "*JLT (Jumeirah Lakes Tower), Dubai, UAE*". The Board has authorized to start with the Flexi Desk office and eventually to Lease with Option to Purchase a Real Estate property in the JLT Parks to serve as the Company's UAE Corporate Headquarter.

(vi) **DIRECTORS & OFFICERS of AU MIN AFRICA LTD CIPC CORPORATION:**

1.	Director/Manager/Chairman	Ariel Rigon Caleon	Filipino
2.	Director/CFO/Treasurer/ Overall Secretary	Anthony Persia Galvan	Filipino
3.	Director/CCAO/Comptroller Manager/Corporate Secretary	Bongiwe Buyiswa Mbina	South African
4.	Director/CEO/Legal Counsel	Litha Siyabonga Swartbooi	South African

(vii) **Transfer of Stock or Interest:** That No transfer of stock or interest of which would reduce the stock ownership of Founding/Majority Shareholder to less than the required percentage of the Capital Stock of the Corporation as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall indicate in the stocks certificate issued by the corporation.

(viii) **Authorized Stocks:**

(x.1) WHEREAS, The **"Corporation"** of **AU MIN AFRICA's** aggregate total number of the *Ordinary Common Classes* of stock of which it is authorized is *Four Billion Nine Hundred Ninety Million* (4,990,000,000) with a 1.22 ZAR ($0.10 USD) nominal or par value per share;

(x.2) WHEREAS, The aggregate total number of all classes of stocks which the "**AU MIN AFRICA**" Publicly Traded Company has the authority to issue is *five billion* (5,000,000,000) shares divided into two classes: (A) **One Ordinary Class** of *four billion, nine hundred and ninety million* (4,990,000,000) shares of the ***Ordinary & Common Stock***, with $0.10 USD equivalent to 1.22 ZAR nominal or par value; and

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(B) **One Preferred Class** of *ten million* (10,000,000) shares of ***Preferred Series Super Voting Stock*** *only* with a nominal and par value of $1.00 USD or 10.67 ZAR per share, which is equivalent to 100 common votes per share only & are not convertible to Common or Ordinary Shares as set forth in this Article 4.

(x.2.a) 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
Common Stock	859,453,403	4,990,000,000

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

Voting Class	Shares Outstanding	Total Number Authorized & To Vote
Preferred Stock	9,711,580	10,000,000

[*Super Voting Rights only*]
[Equals to *100 common votes per 1 Pref.]*
[Not convertible to common or Ordinary stock]

(x.2.b) 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 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
Common Stock	786,497,500	72,955,903	859,453,403
Preferred Stock	9,508,000	203,580	9,711,580

[*Super Voting Rights only*]
[Equals to *100 common votes per 1 Pref.]*
[Not convertible to common]

(ix) **Approval of the Special and Emergency Board Meeting**: The Special and Emergency Board Meeting and the performance of its terms were duly authorized and with written approval by 75% or 2/3 votes of the total outstanding shares entitled to vote held by the shareholders and by all action required by the laws under which each foreign

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corporation or other entity that is a party to was incorporated or organized and by its constituent documents;

(x) **Legal Status of Company:** That the "Corporation" manifests its willingness to change to Corporate name and entity status under the PUBLIC Corporation Status to read as: **AU MIN AFRICA LTD**; in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it;

(xi) **Capitalization of Profit Companies:** Section 35 (1) A share issued by a company is movable property, transferable in any manner; provided for or recognized by this Act or other legislation. A person is not, solely by reason of being an incorporator, shareholder of Shares of the company that have been issued and subsequently; (a) *acquired and changed Domicile and Name of the Public Entity by the "Corporation":* as contemplated in section Companies Act, 1973 (Act No. 61 of 1973), or (b) surrendered to that company in the exercise of appraisal rights in terms of section 164, have the same status as shares that have been authorized but not issued; or
(b) Despite the repeal of the Companies Act, 1973 (Act No. 61 of 1973), a share issued by a pre-existing company, and held by a shareholder immediately before the effective date, continues to have all of the rights associated with it immediately before the effective date, irrespective of whether those rights existed in terms of the company's Memorandum of Incorporation, or in terms of that CIPC Act, subject only to;

(xii) **Allegiance of the Founding Board of Directors:** That the Board of Directors and Officers shall maintain loyalty, transparency, honesty to the Corporation's Bylaws and must provide adequate disclosures and strict compliance with the CIPC and South African laws and provisions. That the Board of Directors are not personally liable for any debts, judgments, suits or any other negative circumstances that may occur, if any; and shall sworn that this "*Special and Emergency Board of Resolutions*" and the "*Amendments to the Memorandum of Incorporation*" are true, accurate and are complete translation of the Amendments to the Memorandum of Incorporation. Further, the consolidated amendments and revision are a true, accurate and are complete representation of the company's Memorandum of Incorporation, as altered and amended up to the date of this statement;

(xiii) **Validity of the Corporation's Actions**: That the Shareholders and any persons or any agencies dealing with the Corporation in good faith, other than a director, or the prescribed officers of the company, are entitled to presume that the company, in making any decision in the exercise of its powers, has complied with all of the formal and procedural requirements in terms of The CIPC South African Commission Act, its Memorandum of Incorporation. Registration and Licensing plus any rules of the company unless, in the circumstances, the person knew or reasonably ought to have known of any failure by the company to comply with any such requirement; and that under (8) Subsection (7) must be construed concurrently with, and not in substitution for, any relevant common law principle relating to the presumed validity of the actions of a company in the exercise of its powers;

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(xiv) **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** of The CIPC, SA, 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 must be filed and the Tax Clearance Certificate must be valid and in Good Standing through the end of its Fiscal Year 2015.

(xv) **Overall Secretary and Treasurer Certification:** That *Anthony P. Galvan* the original and founding director appointed by the subscribers as the Overall Secretary/Treasurer/CFO of the Corporation to act and qualified in accordance with the ByLaws and that as such the Overall Secretary/Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscription paid by the subscribers.

RESOLVED FURTHER, that the *Chief Executive Officer [CEO*], the *Chief Operating Officer [COO]*, the *Chief Executive Financial Officer [CFO*] and the *Chairman* of the Board, hereby are empowered and authorized for and on behalf of the DMCC Subsidiaries of the "Corporation" to take any and all actions and to execute and deliver any and all agreements, documents or instruments deemed by such officer to be necessary, appropriate or advisable in the best interest of the Corporation to carry out the intent of the foregoing resolutions, including but not limited to the making of any necessary filings with the taking of such actions by such officer(s) or the execution of such agreement, document or instrument such officer(s) being conclusive that the same did meet such standard as set forth above;

RESOLVED FURTHER, that the *Overall Secretary,* the *Chief Compliance,* the *Administrative Officer [CCAO],* the *Chief Executive Officer [CEO],* the *Chief Operating Officer [COO],* the *Chief Executive Financial Officer [CFO]* and the *Chairman* of the Board be and each of them individually hereby is authorized and empowered to certify and furnish such copies of these resolutions and other organizational documents as well as such statements as to the incumbency of the Corporation's directors, officers and employees under the Corporate Seal, or necessary or any related documentations as may be requested and any person receiving such a certified copy and shall be authorized in rely upon contents thereof;

RESOLVED FURTHER, that this Written Consent may be executed (a) in multiple counterparts, all of which shall be considered ne and the same consent and shall become effective when signed by all the members of the Board and (b) by facsimile, telecopy or other electronic means and such execution shall be considered valid, binding and effective for all purposes and that All the express powers of the corporation are in accordance to and been provided for under the terms and provisions of the CIPC Companies Business Acts.

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TREASURER'S AFFIDAVIT

I, Anthony P. Galvan, of legal age, Filipino Citizen, being duly sworn in accordance with the law, deposes and states;

That I am the incumbent Overall Treasurer/CFO of AU MIN AFRICA LTD (the "*Corporation*"), a corporation duly organized, registered and existing under the laws of the CIPC, South Africa with Principal Office at 3rd Floor, Regus House, Fairview Office Park, Ring Road, Greenacres. Port Elizabeth, South Africa 6045 Corporate Headquarter Office and was lawfully holding office, as such at the time of the special meeting of the Board of Directors and having the presence and approval of the 75% or 2/3 votes of the total outstanding shares entitled to vote held by the stockholders of both Merging Corporations in the foregoing *Acknowledgment of the Plan of Registration., Organization, Licensing, Merger & Conversion* of the U.S.A. Publicly Traded Company Entity of the "Corporation" under the name of **AU MIN AFRICA LTD** as the **Public CIPC Entity** and to be registered with the JSE Secondary Stock Exchange of the "Corporation" of this new **Memorandum of Incorporation** of **AU MIN AFRICA LTD** and at the time of execution of said Corporation;

That the authorized capital stock of the Corporation is equivalent to *Six Billion, Eighty-Seven Million, Eight Hundred Thousand* (ZAR 6,087,800,000.00) in lawful money of the South African Rands with Nominal or Par Value of 1.22 ZAR or $0.10 USD each share. (*Authorized Common Stocks = 4,990,000,000 X 01.22 ZAR per share [equivalent to $0.10 USD par value] = ZAR 6.087,800,000.00].*

AU MIN AFRICA LTD
Gold, Diamond, Gems, other Precious Metals
AUMA
Stock Symbol:GRYTF
South African Mining Corporation

Anthony P. Galvan
Passport #EC29386787
Overall Treasurer/CFO
AU MIN AFRICA LTD

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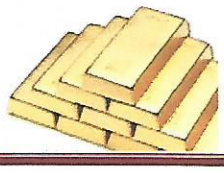



CERTIFIED LIST OF STOCKHOLDERS AND SUBSCRIBERS
AU MIN AFRICA LTD

STOCKHOLDERS OF RECORD WITH THEIR SUBSCRIBED AND PAID IN CAPITAL AS OF THE DATE OF THE MEETING APPROVING THE AUTHORIZED CAPITAL STOCK: SEE SEPARATE CERTIFIED ACTIVE OF LIST OF SHAREHOLDERS AS OF MAY 15, 2015:

GreenGold Ray Transfer Agent # 36709 / FINS # 00349969 Registered Stock Transfer Agent Approved TA by USA Depository Trust Clearing Co.

SUMMARY of AU MIN AFRICA LTD AS OF 5/5/2015

Total Shares Issued & Outstanding

TOTAL Issued	On Public Float	828,027,375
Total Shares	Held by DTCC under the name of Cede & Co	31,426,028
TOTAL Issued & Outstanding (I/O)		**859,453,403**
Total Shares held by DTC Under Cede & Co		31,426,028
TOTAL AUTHORIZED SHARES		4,990,000,000
Total Shares Issued & Outstanding		(859,453,403)
TOTAL SHARES	**UN-ISSUED SHARES IN TREASURY of AU MIN AFRICA**	**4,130,546,597**
Total Active	**Shareholders** 544	
Total Passive	**Shareholders** 13	

Re-Certified Copy By:

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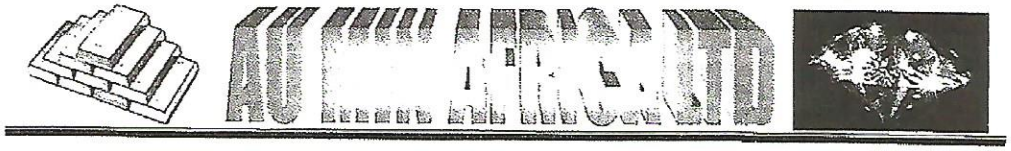

OVERALL SECRETARY'S CERTIFICATE

The undersigned certifies that I, Anthony P. Galvan, is the Overall Secretary of AU MIN AFRICA LTD (the "Company") has access to the records of the Company and certifies in my capacity as a Secretary on behalf of the Company as to the following;

NAME	POSITION	SIGNATURE
Ariel Rigon Caleon	Chairman / Director	
Anthony Persia Galvan	CFO/Secretary/Treasurer/Director	
Bongiwe Buyiswa Mbina	CCAO/ Chief Compliance & Admin Officer/ Secretary/Comptroller	
Litha Siyabonga Swartbooi	CEO/COO	

Each of the persons whose name is set forth above currently holds the office set forth below and the signatures appearing opposite their names are their genuine signatures:

AU MIN AFRICA LTD
AUMA
Stock Symbol: GRYEF
South African Mining Corporation

Anthony P. Galvan
Passport #EC29386787
Overall Secretary/Treasurer/CFO

South African Head Office
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Mindanao Island, Republic of the Philippines

SUBSRIBED AND SWORN to before me this 15th day of May, 2015 at Cagayan de Oro City, Philippines. That each of the individuals name is set forth above currently holds the office and are the authorized Active Directors of the above Company, set forth below their identification number appearing opposite his/her names who executed these documents consisting of six (6) pages exclusively including this page and acknowledges to the Final Report to me that same were of own free, voluntary and deed.

NOTARY

Doc No. 116
Page No. 24
Book No. 98
Series of 2015

BUENAVENTURA B.SAGRADO
Notary Public Until Dec.31,2015
IBP875090 PTR232235 1-2-2015
MCLE IV 002815 10-3-11
Roll 22033 Tin 116-100-051

NOTARY ACKNOWLEDGEMENT CERTIFICATION & AUTHENTICATION

Republic of South Africa S S)

The undersigned certifies that I, **TANDO NGENO** is an independent certified and registered Notary Public of the Republic of the Philippines that on this 15th day of May, 2015 that on behalf of **AU MIN AFRICA LTD** (the "Company") I hereby authenticate and certify that each of the individuals whose name is set forth below currently holds the office as the Active Directors and Officers of the above Company, set forth below presented their individual Identification Numbers appearing opposite their names are their **Certified and Genuine Copy of their Original Passports and Identification Numbers**, were the same persons who executed the documents including this page and acknowledge to me that these same were of their own free and voluntary act and deed.

NAME OFFICER	POSITION	IDENTIFICATION / PASSPORT NUMBER
BONGIWE BUYISWA MBINA	CCAO – Chief Compliance & Administrative Officer/Comptroller/Secretary	840607 0948 087
LITHA SIYABONGA SWARTBOOI	CEO/COO Chief executive Officer / Chief Operating Officer	770311 5852 081

Doc No. _____
Page No. _____
Book No. _____
Series of 2015

NOTARY PUBLIC SEAL SIGNATURE

Corporate Headquarter & Postal Address
3rd Floor, Regus House Fairview Office Park
Ring Road Greenacres, Port Elizabeth
Eastern Cape, South Africa 6045
URL http://www.AuMineral.biz
(e) [illegible]

Main Contact
(t) Tel No. 001 (888) 795.1115
Fax No. 001 (888) 924-0718
Direct (p + 27 87 09 4988
Bongiwe B Mbina CCAO
direct (e) [illegible]

NOTARY ACKNOWLEDGEMENT
CERTIFICATION & AUTHENTICATION

Republic of the Philippines S S)
Mindanao Island

The undersigned certifies that I, **BUENAVENTURA SAGRADO** is an independent certified and registered Notary Public of the Republic of the Philippines that on this 13th day of May, 2015 that on behalf of **AU MIN AFRICA LTD** (the "Company") I hereby authenticate and certify that each of the individuals whose name is set forth below currently holds the office as the Active Directors and Officers of the above Company, set forth below presented their individual Identification Numbers appearing opposite their names are their **Certified and Genuine Copy of their Original Passports and Identification Numbers**, were the same persons who executed the documents including this page and acknowledge to me that these same were of their own free and voluntary act and deed.

NAME OFFICER	POSITION	IDENTIFICATION / PASSPORT NUMBER
Ariel Rigon Caleon	Chairman / Director	EB0466049
Anthony Persia Galvan	CFO/Secretary/Treasurer/Director	EC29386787

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NOTARY PUBLIC SEAL SIGNATURE

Corporate Headquarter & Postal Address
3rd Floor, Regus House Fairview Office Park
Ring Road Greenacres, Port Elizabeth
Eastern Cape, South Africa 6045
URL:http://www.AuMinerals.biz
[e] Executive@AuMinerals.biz

Main Contact
[t] Toll No.: 001 (888) 785.1113
Fax No. 001 (888) 924-0718
Direct [p + 27 82 09 4988
Bongiwe B Mbina CCAO
direct [e] ccaobongiwe@AuMinerals.biz

Companies and Intellectual Property Commission

a member of the dti group

Date: 11/05/2015 Our Reference: 926102091

SIYABONGA LITHA SWARTBOOI
E-mail: CEOLITHA@AUMINERALS.BIZ
3RD FLOOR FARVIEW OFFICE PARK
REGUS HOUSE RING ROAD
GREENACRESPORT ELIZABETH
6045

RE: Amendment to Company Information
Company Number: 2014/113831/07
Company Name: AU MIN AFRICA (PTY) LTD

We have received a COR21.1 (Address Change) from you dated 03/05/2015.

The COR21.1 was accepted and placed on file.

With effect from 11/05/2015, the registered address was changed to:
3RD FLOOR REGUS HOUSE FAIRVIEW OFFI
RING ROAD GREENACRES
PORT ELIZABETH
EASTERN CAPE
6045

Yours truly

Commissioner: CIPC

Please Note:

The attached certificate can be validated on the CIPC web site at www.cipc.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.

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COR 39: Director Amendments | Captured on 03/05/2015

Registration Number: **2014 / 113831 / 07**
Enterprise Name: **AU MIN AFRICA**

926101980

Please note that this is not a confirmation certificate but an application form

ENTERPRISE INFORMATION | 926101980

Registration Number	**2014 / 113831 / 07**
Enterprise Name	**AU MIN AFRICA**
Transaction Date	**03/05/2015**
Tracking Number	**926101980**
Registration Date	**12/06/2014**
Enterprise Type	**Private Company**
Enterprise Status	**In Business**

Addresses

POSTAL ADDRESS

PO BOX 11271
DIE HOEWES
CENTURION
GAUTENG
0163

ADDRESS OF REGISTERED OFFICE

4TH FLOOR HILDA CHAMBER
HILDA STREET HATFIELD
PRETORIA
GAUTENG
0083

DIRECTORS

Surname and First Names	Type	Status	ID Number / Date of Birth	Appoint. Date	Address
CALEON, ARIEL RIGON	Director	Active	1966/01/20	2014/06/12	Postal: 3RD FLOOR REGUS HOUSE, RINGROAD GREENACRES, PORT ELIZABETH, Residential: 3RD FLOOR REGUS HOUSE, RINGROAD GREENACRES, PORT ELIZABETH,
					Signature / *Date - Cannot be before 03/05/2015*
GALVAN, ANTHONY PERSIA	Director	Active	1971/05/03	2014/06/12	Postal: 3RD FLOOR REGUS HOUSE, RING ROAD GREENACRES, PORT ELIZABETH, Residential: 3RD FLOOR REGUS HOUSE, RING ROAD GREENACRES, PORT ELIZABETH,
					Signature / *Date - Cannot be before 03/05/2015*

Physical Address
the dti Campus - Block F
77 Meintjies Street
Sunnyside 0001

Postal Address: Companies
P O Box 429
Pretoria
0001

Docex: 256
Web: www.cipc.co.za
Contact Centre: 086 100 2472 (CIPC)
Contact Centre (International): +27 12 394 9500

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COR 39: Director Amendments | Captured on 03/05/2015

Registration Number: 2014 / 113051 / 07
Enterprise Name: AU MIN AFRICA

926101980

MAKOLOLO, LEBOGANG FREDRIC	Director	Resigned	8701295903087	2014/06/12	Postal: 12785 MASEMOLA STREET, PO RETHABILE, MAMELODI EAST, GAUTENG, 0122 Residential: 12785 MASEMOLA STREET, MAMELODI EAST, PRETORIA, GAUTENG, 0122
Signature		Date - Cannot be before 03/05/2015			
MATETA, MBONGENI CHRISTIAN	Director	Resigned	7005295690087	2014/06/12	Postal: PO BOX 11271, DIE HOEWES, CENTURION, GAUTENG, 0163 Residential: 12 MOONEY CRESCENT, HIGHVELD EXT 47 IRENE VIEW ESTATE,
Signature		Date - Cannot be before 03/05/2015			
MBINA, BONGIWE BUYISWA	Director	Active	8406070948089	2015/03/16	Postal: 147 GROSVENOR ROAD, BRYANSTON, BRYANSTON, GAUTENG, 2021 Residential: 147 GROSVENOR ROAD, BRYANSTON, BRYANSTON, GAUTENG, 2021
Signature		Date - Cannot be before 03/05/2015			
NHLAPO, MANDLA BLESSING	Director	Resigned	6710315464087	2014/06/12	Postal: PO BOX 614, SECTION B, SIYABUSWA, MPUMALANGA, 0472 Residential: 1957 B, SECTION B, SIYABUSWA, MPUMALANGA, 0472
Signature		Date - Cannot be before 03/05/2015			
SWARTBOOI, LITHA SIYABONGA	Director	Active	7703115852081	2015/04/07	Postal: NO 144 WILLOW CRESCENT ST, EX 21 PHUMULA, ROODEKOP GERMINSTON, Residential: NO 144 WILLOW CRESCENT ST, EX 21 PHUMULA, ROODEKOP GERMINSTON,
Signature		Date - Cannot be before 03/05/2015: 03/05/2015			

NB: Only one director should sign the COR39 form.

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Sunnyside 0001

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Pretoria
0001

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