Document issued by the Commissioner of Companies & Intellectual Property Commission
Downloaded / printed on Sunday, May 3, 2015 at 22:29

Companies and Intellectual Property Commission
a member of the dti group

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

Registration Number: 2014/113831/07
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	8710315464087	2014/06/12	Postal: PO BOX 614, SECTION B, SIYABUSWA, MPUMALANGA, 0472 Residential: 1867 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.

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

AU MIN AFRICA LTD

Document issued by the Commissioner of Companies & Intellectual Property Commission
Downloaded / printed on Sunday, May 3, 2015 at 22:29

Companies and Intellectual Property Commission
a member of the dti group

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

Registration Number: **2014 / 113831 / 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	8710315464087	2014/06/12	Postal: PO BOX 514, SECTION B, SIYABUSWA, MPUMALANGA, 0472 Residential: 1867 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*			

NB: Only one director should sign the COR39 form.

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

Certificate issued by the Companies and Intellectual Property Commission on Monday, May 11, 2015 01:32
Certificate of Confirmation

Companies and Intellectual Property Commission
a member of the dti group

Registration number **2014/113831/07**

Enterprise Name **AU MIN AFRICA (PTY) LTD**

Name

Postal Address

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
NHLAPO, MANDLA BLESSING	8710315464087	Company Secretary	12/06/2014	Postal: PO BOX 514, SECTION B, SIYABUSWA, MPUMALANGA, 0472 Residential:
GALVAN, ANTHONY PERSIA	xx5011086	Director	12/06/2014	Postal: 4TH FLOOR HILDA CHAMBER, HILDA STREET HATFIELD, PRETORIA, GAUTENG, 0083 Residential: 4TH FLOOR HILDA CHAMBER, HILDA STREET HATFIELD, PRETORIA, GAUTENG, 0083
CALEON, ARIEL RIGON	EB0466049	Director	12/06/2014	Postal: 4TH FLOOR HILDA CHAMBER, HILDA STREET HATFILED, PRETORIA, GAUTENG, 0083 Residential: 4TH FLOOR HILDA CHAMBER, HILDA STREET, HATFIELD, GAUTENG, 0083
MATETA, MBONGENI CHRISTIAN	7005295690087	Director	12/06/2014	Postal: PO BOX 11271, DIE HOEWES, CENTURION, GAUTENG, 0163 Residential: 12 MOONEY CRESCENT, HIGHVELD EXT 47, IRENE VIEW ESTATE, CENTURION, GAUTENG, 0157
MAKOLOLO, LEBOGANG FREDRIC	8701295903087	Director	12/06/2014	Postal: 12785 MASEMOLA STREET, PO RETHABILE, MAMELODI EAST, GAUTENG, 0122 Residential: 12785 MASEMOLA STREET, MAMELODI EAST, PRETORIA, GAUTENG, 0122
NHLAPO, MANDLA BLESSING	8710315464087	Director	12/06/2014	Postal: PO BOX 514, SECTION B, SIYABUSWA, MPUMALANGA, 0472 Residential: 1867 B, SECTION B, SIYABUSWA, MPUMALANGA, 0472

MINUTES OF A MEETING BY THE DIRECTORS OF

AU MIN AFRICA PTY LTD

HELD AT SOUTH AFRICA, PHILIPPINES & USA ON APRIL 7, 2015

RESOLVED THAT

LEBOGANG FREDRIC MAKOLOLO
IDENTITY NUMBER: 8701295903087

MBONGENI CHRISTIAN MATETA
IDENTITY NUMBER: 7005292690087

And

NHLAPO MANDLA BLESSING
IDENTITY NUMBER: 8710315464087

Are no Longer Directors of the Company in question and that Makololo and Nhlapo had amicably resigned whereas Mateta was on a mandatory and emergency sabbatical leave of absence (MSLOA), as such; It is further agreed that the said Makololo, Nhlapo and Mateta, that Pursuant to the Articles of the Corporation's Second Amendment and Restated Bylaws; Pursuant to the provisions in terms of the Companies Act No. 71 of 2008; and 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 United States Tennessee Business Corporation Act TCA Title 48, Chapter 21, the Company voluntarily amended, appointed, resolved and passed the following special and emergency corporate resolutions and actions with a unanimous written consent from the shareholders of AU MIN AFRICA PTY 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 were to benefit not only the Company but also the existing shareholders and such have the same force and effect as if said resolutions were adopted at a duly called meeting of the Board are no longer privilege to sign all the necessary documents, required to give effect to their resignations.

RESOLVED FURTHER THAT

ARIEL RIGON CALEON

Director/Chairman

IDENTITY NUMBER: EB0466049

And

South African Head Office
Fairview Office Park, Regus House 3rd Floor
Ring Road, Greenacres, Port Elizabeth South Africa 6045

U.S.A. Branch Office
7950 NW 53rd Street Suite 337
Miami, FLA 33166 U.S.A.

Contact Information
[t] 1(888) 785-1113
[f] 1(888) 924-0718
[S.A.] +27 82 709 4988
[e]executive@auminerals.biz
[w]http://www.auminerals.biz

ANTHONY PERSIA GALVAN

CFO/Secretary/Treasurer

IDENTITY NUMBER: XX5010086

Are now henceforth the only two (2) Active, Current and in Good Standing Directors of the Company in question and as such shall have the necessary and full authority to sign, execute, appoint, resolve and pass all documents on behalf of **AU MIN AFRICA PTY LTD / AU MIN AFRICA LTD**

RESOLVED FURTHER THAT

BONGIWE BUYISWA MBINA,

Director/ CCAO Chief Compliance an Administrative Officer and Chairman Overseer

IDENTITY NUMBER: 840607 0948 08 9

Is now appointed to the vacated Board of Director position seat, and now henceforth makes up the minimum of four (4) Directors of the Company and as such shall have the necessary authority to sign all documents on behalf of **AU MIN AFRICA PTY LTD / AU MIN AFRICA LTD/ AU MIN AFRICA LTD**

RESOLVED FURTHER THAT

SIYABONGA LITHA SWARTBOOI

CEO/COO

IDENTITY NUMBER: 770311 5852 08 1

Is now appointed as a member of the Board of Director and the CEO/COO Positions and subject for re-appointment thereafter and as such shall have the necessary authority to sign and execute all documents on behalf of **AU MIN AFRICA PTY LTD/ AU MIN AFRICA LTD.**

AU MIN AFRICA LTD

South African Head Office
Fairview Office Park, Regus House 3rd Floor
Ring Road, Greenacres, Port Elizabeth South Africa 6045

U.S.A. Branch Office
7950 NW 53rd Street Suite 337
Miami, FLA 33166 U.S.A.

Contact Information
[t] 1(888) 785-1113
[f] 1(888) 924-0718
[S.A.] +27 82 709 4988
[e]executive@auminerals.biz
[w]http://www.auminerals.biz

WRITTEN CONSENT & SPECIAL CORPORATE RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS AND INCORPORATORS OF

AU MIN AFRICA PTY LTD

REGISTRATION CIPC No. 2014/113831/07, File No: 720527477, ISIN No. ZAU000013799

AND

CORPORATE RESOLUTIONS ADOPTED, ACKNOWLEDGED AND APPROVED BY AT LEAST 2/3 OR 75% ORDINARY COMMON VOTES OF THE SHARES HELD BY THE SHAREHOLDERS ENTITLED TO VOTE

1). APPOINTMENT OF THE NEW BOARD OF DIRECTORS AND OFFICERS TO FILL IN THE VACANT BOARD OF DIRECTOR'S POSITIONS
2). RELOCATION OF THE NEW CORPORATE HEADQUARTER TO PORT ELIZABETH, EASTERN CAPE SOUTH AFRICA
3). CIPC FILING OF THE CONVERSION OF THE PRIVATE CORPORATION OF "AU MIN AFRICA PTY LTD" TO A PUBLIC CORPORATION NAME OF "AU MIN AFRICA LTD".

Whereas, the undersigned Anthony P. Galvan, being the Active Director/Overall Corporate Secretary /Treasurer / CFO and one of the Founding and Original Incorporators of AU MIN AFRICA PTY LTD Registration # 2014/113831/07 (the "Corporation"), a private corporation organized and existing under the laws of the Republic of South Africa, 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 Section 13 of the Companies Act 2008 and Regulations 14 of the Companies Regulations hereby present excerpts copy of the states as follows.:

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





2.3 **Special Meetings.** Special meetings of the shareholders, for any purpose or purposes other than the election of directors as herein above provided, may be held at the call of the chairman of the board, or the president of the corporation, or the board of directors, and shall be called by the president at the request of the holders of one of all the outstanding shares of the corporation entitled to vote at the meeting;

2.12 **Informal Action by Shareholders.** Any action which may be taken by the shareholders at a meeting may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote with respect to the subject matter of the action;

Hereby adopted the following Corporate Resolutions:

> **RESOLVED**, that a copy of the Original and Amended Articles of Incorporation of the Corporation were inserted in the Minute Book of the Corporation.
>
> **RESOLVED**, that the form of Bylaws as amended on April 15, 2015 and annexed to these resolutions was added and the same hereby is adopted as and for the Bylaws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, following the Articles of Incorporation.
>
> **RESOLVED**, that the person listed below is hereby been appointed as the Founding Directors and Incorporators of the Corporation serving for eight (8) years as stipulated in the Bylaws and until their successors are duly elected and qualified during the 8th year of its Election Shareholders Meeting.

The two (2) Individuals, Litha Siyabonga Swartbooi and Bongiwe Buyiswa Mbina, named herein were appointed to the vacated Board of Directors positions effective immediately, henceforth makes up the minimum of three (3) Directors required of the Company and as such the Company maintains at least four (4) Directors of the Company shall have the necessary authority to sign and execute all documents on behalf of **AU MIN AFRICA PTY LTD** Registration 2014/113831/07. Each of the persons whose name is set forth below currently holds the office as Active Directors and Officers set forth below and their individual Identification Numbers appearing opposite their names are their genuine signatures:

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

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] I.negotiate@AuMineral.biz

Main Contact
[t] Tel No.: 001 (888) 785.1115
Fax No. 001 (888) 924-0718
Direct [p + 27 87 09 4988
Bongiwe B Mbina CCAO
direct [e] ccaobongiwe@AuMineral.biz

Passport / Passeport

REPUBLIC OF SOUTH AFRICA / REPUBLIQUE D'AFRIQUE DU SUD

Type / Type: PA
Country code / Code du pays: ZAF
Passport No / No du passeport: A04656545



Surname / Nom: SWARTBOOI
Given names / Prénoms: SIYABONGA LITHA
Nationality / Nationalité: SOUTH AFRICAN / SUD-AFRICAIN
Date of birth / Date de naissance: 11 MAR 1977
Identity No / No d'identité: 7703115852081
Sex / Sexe: M
Place of birth / Lieu de naissance: ZAF
Date of issue / Date de délivrance: 31 MAR 2015
Authority / Autorité: DEPT OF HOME AFFAIRS
Date of expiry / Date d'expiration: 30 MAR 2025
Holder's signature / Signature du titulaire

PAZAFSWARTBOOI<<SIYABONGA<LITHA<<<<<<<<<<<<<
A046565459ZAF7703115M2503309770311585208l<88

REPUBLIC OF SOUTH AFRICA REPUBLIQUE D'AFRIQUE DU SUD

PASSPORT PASSEPORT

TYPE - TYPE: PP
COUNTRY - PAYS: ZAF
PASSPORT No - No DU PASSEPORT: 466931063



SURNAME - NOM: MBINA
GIVEN NAMES - PRENOMS: BONGIWE BUYISWA
NATIONALITY - NATIONALITE: SOUTH AFRICAN / SUD-AFRICAINE
DATE OF BIRTH - DATE DE NAISSANCE: 07 06 1984
IDENTITY No - No D'IDENTITE: 8406070948089
SEX - SEXE: F
PLACE OF BIRTH - LIEU DE NAISSANCE: SOUTH AFRICA
DATE OF ISSUE - DATE DE DELIVRANCE: 26 03 2007
AUTHORITY - AUTORITE: DEPT OF HOME AFFAIRS
DATE OF EXPIRY - DATE D'EXPIRATION: 25 03 2017

PPZAFMBINA<<BONGIWE<BUYISWA<<<<<<<<<<<<<<<<
4669310636ZAF8406077F1703250840607094808956

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

A Private Corporation, Registration No. 2014/113831/07

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 PTY LTD, Registration No. 2014/113831/07, a corporation organized and existing under the laws of the Republic of South Africa (the "Corporation"), hereby consent to by unanimous decision resolved, approved, adopted and agreed to and passed that on this day April 7, 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 United States Tennessee Business Corporation Act TCA Title 48, Chapter 21, 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 AU MIN AFRICA PTY 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 to engage in gold, diamond, gems and other minerals trading, processing, milling, concentrating, beneficiating, pelletizing, converting, smelting, treating, refining and preparing by whatsoever process all kinds of ores, minerals, gems and metals; 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; to acquire, process, sell, export, import or otherwise deal in ores, mineral

South African Head Office
Fairview Office Park, Regus House 3rd Floor
Ring Road, Greenacers, Port Elizabeth, South Africa 6045

U.S.A. Branch Office
7950 NW 53rd Street Suite 337
Miami, FLA 33166 U.S.A.

Contact Information
[t] 1(888) 785-1113
[f] 1(888) 924-0718
[S.A.] +27 82 709 4988
[e] executive@auminerals.biz
[w] http://www.auminerals.biz

and metals, to trade globally within the free zone countries; and 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 80% for Export).

APPOINTMENTS, DESIGNATIONS, SECURITIES TRANSFER RESOLUTIONS

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

(i) CEO/COO/Director ADV Mbongeni Christian Mateta be and hereby be on a Mandatory and Emergency Sabbatical Leave of Absence (MESLOA) for *twenty-four* (24) months beginning April 9, 2015 to April 14, 2017, and shall be subject to further job descriptions' 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, in pursuant to and in accordance to the Corporation's Second Amendment and Restated Bylaws particularly Parts Two and Four; in pursuant to the provisions and terms of the Companies Act No. 71 of 2008; in 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;

(ii) Chairman Ariel Rigon Caleon and CFO/Secretary/Treasurer Anthony Persia Galvan be and hereby is/are authorized and empowered for and on behalf of the Corporation

a. To designate and appoint a new Director to replace the vacated Director position of the Original Founding Director/CEO Lebogang Fredric Makololo who had resigned signed on Oct. 1, 2014;

b. To designate and appoint officer, in particular, an Interim CEO/COO for *twenty four* (24) months (April, 2015 to April, 2017) to hold the position while the CEO/COO [refer item (i)] is on MSLOA and shall be subject to further job descriptions' 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, in pursuant to and in accordance to the Corporation's Second Amendment and Restated 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.

South African Head Office
Fairview Office Park, Regus House 3rd Floor
Ring Road, Greenacers, Port Elizabeth, South Africa 6045
U.S.A. Branch Office
7950 NW 53rd Street Suite 337
Miami, FLA 33166 U.S.A.

Contact Information
[t] 1(888) 785-1113
[f] 1(888) 924-0718
[S.A.] +27 82 709 4988
[e]executive@auminerals.biz
[w] http://www.auminerals.biz

RESOLVED FURTHER that all of the above mandate, 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.

OMNIBUS RESOLUTIONS

RESOLVED FURTHER the following Resolutions:

(iii) **Fill up the Vacated Board of Director Position:** *Ms. Bongiwe Buyiswa Mbina* be and hereby appointed to fill the vacated Board of Director position was appointed on the effective date of March 25, 2015 and to serve as the Chief Compliance and Administrative Officer (CCAO), the Chairman Overseer and the African Authorized Representative and Authorized Signatory for and on behalf of the Majority Controlling Shareholders.

(iv) **Interim CEO/COO (2015 to 2017):** *Litha Siyabonga Swartbooi* be and hereby appointed as the Interim CEO/COO for *twenty four* (24) months (April, 2015 to April, 2017) to hold the position while the CEO/COO [refer item (i)] is on MSLOA for 24 months; and shall be subject to further job descriptions' 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, in pursuant to and in accordance to the Corporation's Second Amendment and Restated Bylaws;

(v) **Conversion from the Private to Public Corporation Status:** Ms. Bongiwe Buyiswa Mbina as CCAO is fully authorized to file to the CIPC the Corporation's Amendment of conversion of the private corporation of **AU MIN AFRICA PTY LTD** from a Private Corporation Entity to Public Corporation Entity, to file and submit in accordance with section 16 of the Companies Act, 2008 in terms of section 16 (9) filings along with the originally filed Standard Memorandum of Incorporation;

*(v.1) To file the AMENDMENTS TO THE ARTICLES OF THE STANDARD MEMORANDUM OF INCORPORATION the company name AU MIN AFRICA PTY LTD Registration No. 2014/113831/07, File No: 720527477, having assigned an ISIN No. ZAU000013799 & CUSIP No. S3141A 101, initially and duly registered on May 28, 2014, of the conversion of AU MIN AFRICA PTY LTD from the Private Corporation status to a "**PUBLIC**", For Profit and Humanitarian Corporation name of **AU MIN AFRICA LTD**. Resolved and be hereby submit the following Amendments to the Articles of the Standard Memorandum of Incorporation in accordance to and under the jurisdiction of the laws of the Republic of South Africa; 21;*

(v.2) To file all other pertinent documents such as: the Corporation's Second Amendment and Restated Bylaws, the Certificates of Securities Designations, the Written Consent by the Majority Shareholders of the Special Board of Resolutions, the Secretary's Certification of the Board of Resolutions, among others.

South African Head Office
Fairview Office Park, Regus House 3rd Floor
Ring Road, Greenacers, Port Elizabeth, South Africa 6045

U.S.A. Branch Office
7950 NW 53rd Street Suite 337
Miami, FLA 33166 U.S.A.

Contact Information
[t] 1(888) 785-1113
[f] 1(888) 924-0718
[S.A.] +27 82 709 4988
[e]executive@auminerals.biz
[w] http://www.auminerals.biz

ORIGINAL FOUNDING BOARD OF DIRECTORS STATUS WRITTEN CONSENT, ACKNOWLEDGMENT, ACCEPTANCE AND APPROVAL

AU MIN AFRICA PTY LTD

REGISTRATION CIPC No. 2014/113831/07, File No: 720527477,
ISIN No. ZAU000013799

ORIGINAL FOUNDING BOARD OF DIRECTORS STATUS AND THE LEGALLY AUTHORIZED TWO (2) REMAINING ACTIVE, CURRENT AND GOOD STANDING INCORPORATORS, DIRECTORS AND OFFICERS OF AU MIN AFRICA PTY LTD.

1. Anthony Persia Galvan - Active, Good Standing, Loyal Officer and Director
2. Ariel Rigon Caleon - Active, Good Standing, Loyal Officer and Director

INACTIVE, RESIGNED, MSLOA AND NOT IN GOOD STANDING INCORPORATORS, PAST DIRECTORS AND PAST OFFICERS OF AU MIN AFRICA PTY LTD.

3. Mandla Blessing Nhlapo - (CEASED & DESIST) Failure to comply, sign and amicably resign: "Cease & Desist Order" Disqualified and was Removed from the position effective Sept. 26, 2014. However, the Board identified "Resigned" the choice of Status from the Company. (*See Cease & Desist Order*)

4. Lebogang Fredric Makololo - (RESIGNED) Signed Amicable Resignation on Oct 1. 2014 in accordance to the Cease & Desist (*See attached Resignation*)

5. Mbongeni Christian Mateta (MSLOA) (TO RESIGNATION) - Abandonment of Duties, etc. - Mandatory & Emergency Sabbatical Leave of Absence [MSLOA] to Amicable Resignation by the Board, pursuant to the Company's Bylaws, Articles of Incorporation & CIPC Provisions *(See attached Grounds for MSLOA)*

WRITTEN CONSENT, ACKNOWLEDGMENT, ACCEPTANCE AND APPROVAL TO WHOM IT MAY CONCERN

The above two (2) Original Co-Founders, Co-Incorporators & Co-Directors of AU MIN AFRICA PTY LTD, hereby acknowledged and tendered their endorsements with utmost respect as a result of the Company's Special and Emergency Board of Directors Corporate Actions, herewith are the special corporate resolutions, endorsements and acceptance of the Company's Decision to fill in the vacated Board of Directors' positions on October 1, 2014, hereby announced that Ms. Bongiwe Buyiswa Mbina, and Litha Siyabonga Swartbooi, Native South Africans were favourably nominated to fill the empty Directors' Positions made on March 25, 2015 and April 7, 2015, respectively. The Emergency and Special Corporate Actions were urgently been resolved and passed with the consent and approval by the 75% or 2/3 votes of the outstanding ordinary-common shares held by the majority controlling shareholders of AU MIN AFRICA PTY LTD who were entitled to vote as enumerated as follows:

1. **Bongiwe Buyiswa Mbina** - filled the vacated Board of Directors position who was appointed on March 25, 2015 as the Chief Compliance and Administrative Officer (CCAO), the Chairman Overseer and the African Authorized Representative Signatory for and on behalf of the Majority Controlling Shareholders.
2. **Litha Siyabonga Swartbooi** - filled the vacated Board of Directors position who was highly qualified and appointed on April 7, 2015 to take on the positions of the Chief Executive & Operating Officer [CEO/COO].

The Signatures attached herein, that under the penalty of perjury, were true signatures and of their will, stead with their own volition, urgently acknowledged and approved of and personally attached their authentic endorsement signatures for all of the Special Board of Directors' Corporate Actions and Resolutions, resolved and passed by the Legally Active and Original Founding Incorporators and Members of the Board of Directors of AU MIN AFRICA PTY LTD Registration CIPC No. 2014/113831/07, File No: 720527477, which were acknowledged and accepted by the 75% votes of the outstanding ordinary-common shares held by the majority controlling shareholders of the Company who are entitled to vote, as had been enumerated above.

This Endorsement, Acknowledgement and Acceptance are made effectively!

AU MIN AFRICA LTD

LETTER OF RESIGNATION

TO: The Founder, Chairman Emerita and Remaining
Founding Board of Directors and Officers
AU MIN AFRICA PTY LTD
777 Campus Commons Road
Suite 200
Sacramento, CA 95827

To Whom It May Concern:

Please be advice that I, Lebogang Frederic Makololo, hereby amicably resign from my position as CEO of AU MIN AFRICA PTY LTD, the South African Corporation, as well as from any future successors of AU MIN AFRICA PTY LTD. This Resignation also applies to all or any previous entities which were succeeded by its predecessors GreenGold Ray Energies, Inc., as I am tendering over the Chief Executive Officer position and management control to AU MIN AFRICA PTY LTD, the appointed Overall CEO/COO Adv Mbongeni Christian Mateta.

This Resignation is effective immediately.

Should you have any question please let me know.

Sincerely

Date 01/10/2019

Lebogang Fredric Makololo
12785 Masemoila Street, PO
Rethabile, Mamelodi East
Gauteng, South Africa 0122
Was Appointed CEO

September 26, 2014

Mandla Blessing Nhlapo
P.O. Box 514, Section B
Siyabuswa, Mpumalanga
Gauteng, South African 0472

Re: Special Emergency Corporate Action and Resolutions

Dear Mr. Nhlapo

This letter is to advise you that AU MIN AFRICA Pty Ltd /GreenGold Ray Energies, Inc. had called for an Emergency Special Corporate and Re-organization Meeting held on September 26, 2014 by the Founding Board of Directors and of the consent approval from the Majority Controlling Shareholders for your removal and termination as the President and Secretary of AU MIN AFRICA Pty Ltd. (new name of the past GreenGold Ray Energies, U.S.A. Corp effective August 27, 2014. You are hereby ordered to resign from office per Ceased and Desist Order *Please see attached*

On behalf of the Governing Board of Directors, I sincerely appreciate your cooperation in this matter, thus ensuring an orderly and timely conversion of this very important re-organization and function.

Thank you.

Regards,

GREENGOLD RAY ENERGIES, INC. CORPORATE SEAL Since 1982 State of Texas

Ariel R. Caleon, Esq. Comptroller
Senior Officer-In-Charge
Chairman



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
Fairview Office Park, Regus House 3rd Floor
Ring Road, Greenacers, Port Elizabeth, South Africa 6045
[e] ccaobongiwe@auminerals.biz
[e] ccoltha@auminerals.biz

Contact Information
[t] 1(888) 785-1113
[t] 1(888) 924-0718
[S A] +27 82 709 4988
URL: http://auminerals.biz

Mindanao Island, Republic of the Philippines

SUBSRIBED AND SWORN to before me this 16th 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 P. 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 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

Doc No. 111
Page No. 23
Book No. 98
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.AuMinerals.biz
[e] Executive@AuMinerals.biz

Main Contact
[t] Toll No.: 001 (888) 785.1113
Fax No. 001 (888) 924-6718
Direct [p + 27 82 09 4988
Bongiwe B Mbina CCAO
direct [e] ccaobongiwe@AuMinerals.biz