FILED EFFECTIVE

2016 AUG 23 PM 3: 36

SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER
NEW JERSEY MINING COMPANY
G F & H COMPANY

(1) Merger of New Jersey Mining Company and G F & H Company

According to this Statement of Merger, New Jersey Mining Company and G F & H Company, both corporations formed and existing in Idaho, hereby merge, with New Jersey Mining Company being the surviving corporation.

(a) Plan of Merger

The Board of Directors of New Jersey Mining Company approved a stock-for-stock agreement and plan of merger (the "Agreement and Plan of Merger") on August 8, 2016, whereby shareholders of G F & H Company would be issued 18,868 shares of the common stock of New Jersey Mining Company for each share of common stock of G F & H Company. The Board of Directors of G F & H Company approved the Agreement and Plan of Merger on August 8, 2016.

Pursuant to the Agreement and Plan of Merger, G F & H Company would merge into New Jersey Mining Company in exchange for stock with New Jersey Mining Company to be the surviving corporation. New Jersey Mining Company would issue 18,868 shares of New Jersey Mining Company common stock for each share of common stock of G F & H Company not already owned by New Jersey Mining Company. The merger agreement was contingent upon the approval of shareholders of G F & H Company.

(b) Shareholder Approval

The approval of the shareholders of G F & H Company was necessary to merge with New Jersey Mining Company. The approval of the shareholders of New Jersey Mining Company was not necessary under 30-29-621(6).

(c) Approval by Shareholders of G F & H Company

(i) Description of Outstanding Shares

G F & H Company has 53 shares of common stock authorized, and 53 shares were issued when the merger vote was held at a Special Meeting of G F & H Company on August 19, 2016. There are no other classes of stock or shareholders of G F & H Company. The number of votes entitled to be cast on the merger proposal was 53.

(ii) Results of the Vote

The total number of votes cast for the merger plan was 45,275 (84.42% of the outstanding shares) by the shareholders of common stock of G F & H Company, and there were no dissenting or disputed votes. Therefore, the shareholders of G F & H Company approved the merger.

(2) Effective Merger Date

The effective date of this merger of New Jersey Mining Company and G F & H Company is August 23, 2016.

By: ______________________
John Swallow, President
New Jersey Mining Company

By: ______________________
Grant Brackebusch, President
G F & H Company

IDAHO SECRETARY OF STATE
08/24/2016 05:00
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