

FILED EFFECTIVE

Filed at the Request of:

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P.O. Box 2527
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2016 MAR -3 PM 12: 22

**SECRETARY OF STATE
STATE OF IDAHO**

STATE OF IDAHO

**STATEMENT OF MERGER
PURSUANT TO PART 2 OF THE
IDAHO MODEL ENTITY TRANSACTIONS ACT
(IDAHO CODE §§ 30-22-201 THROUGH 30-22-206)**

1. The name, jurisdiction of formation, and type of entity of the merging entity that is not the surviving entity are: Idaho Gold Resources LLC, an Idaho limited liability company (the "Merging Entity").
2. The name, jurisdiction of formation, and type of entity of the surviving entity are: MGI Acquisition Corporation, an Idaho corporation (the "Surviving Entity").
3. The merger was approved by the Merging Entity and the Surviving Entity in accordance with Part 2 of the Idaho Model Entity Transactions Act, Idaho Code §§ 30-22-201 through 30-22-206.
4. The Articles of Amendment of the Surviving Entity is attached as **Exhibit A** (the "Amendment"). Pursuant to the Amendment, the name of the Surviving Entity is changed to "Stibnite Gold Company."
5. This Statement of Merger is effective on March 7, 2016, at 12:01 a.m. Mountain Time (the "Effective Date").

IDAHO SECRETARY OF STATE

03/03/2016 05:00

CK:PREPAID CT:2105 BH:1516543

1@ 30.00 = 30.00 STMT MERGE #2

1@ 20.00 = 20.00 EXPEDITE C #3

C 182 862

The Merging Entity and the Surviving Entity have executed this Statement of Merger on the date set forth opposite each party's signature to be effective on the Effective Date.

**Idaho Gold Resources LLC,
an Idaho limited liability company**

Date: February 29, 2016

DocuSigned by:

Darren Morgans

01E21BAF49724FF...

Darren Morgans, Treasurer

**MGI Acquisition Corporation,
an Idaho corporation**

Date: February 29, 2016

DocuSigned by:

Darren Morgans

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Darren Morgans, Treasurer

EXHIBIT A

Articles of Amendment

See attached.

8323090_3.docx

210



ARTICLES OF AMENDMENT (General Business)

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

2016 MAR -3 PM 12: 21

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

MGI Acquisition Corporation

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

Article I is hereby amended in its entirety to read as follows:

The name of this corporation is Stibnite Gold Company.

Article VII is hereby amended by replacing each phrase of "Section 30-1-832" with "Section 30-29-833 or its successor statute."

3. The date of adoption of the amendment(s) was:
- February 29, 2016

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-29-1002, 30-29-1005, and 30-29-1006, Idaho Code, and was, therefore, adopted by the board of directors.
- ☐ None of the corporation's shares have been issued and was, therefore, adopted by the ☐ incorporator ☐ board of directors.
- ☒ Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Chapters 20, 21, and 29, Idaho Code or by the Articles of Incorporation.

Dated: February 29, 2016Printed Name: Darren Morgans, TreasurerSignature: Darren Morgans

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Secretary of State use only

IDAHO SECRETARY OF STATE

03/03/2016 05:00

CK:PREPAID CT:2105 BH:1516543

1@ 30.00 = 30.00 AMEND PROF #4