



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

GoldMoney Inc.

Corporate name / Dénomination sociale

928136-3

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2015-07-30

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)

1 - Corporate name of the amalgamated corporation

GoldMoney Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See Schedule "A" attached to these Articles of Amalgamation.

4 - Restrictions, if any, on share transfers

None.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Minimum number 3

Maximum number 10

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

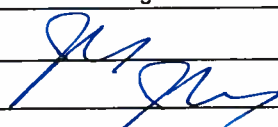
See Schedule "A" attached to these Articles of Amalgamation.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/>	183 - Long form : approved by special resolution of shareholders	<input checked="" type="radio"/>	184(1) - Vertical short-form : approved by resolution of directors	<input type="radio"/>	184(2) - Horizontal short-form : approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
BitGold Inc.	912976-6	
GoldMoney Inc.	937544-9	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE "A"

ARTICLES OF AMALGAMATION

GoldMoney Inc.

3 – The classes and any maximum number of shares that the corporation is authorized to issue

An unlimited number of Common Shares.

Subject to the provisions of the *Canada Business Corporations Act*, the Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) the holders of the Common Shares shall be entitled to one vote for each Common Share held at all meetings of shareholders;
- (b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the Corporation; and
- (c) the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon dissolution.



Canada Business Corporations Act (CBCA)

FORM 2

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS

(Sections 19 and 106)

To be filed with Articles of Incorporation, Amalgamation or Continuance

1 - Corporate name

GoldMoney Inc.

2 - Address of registered office (must be a street address, a P.O. Box is not acceptable)

Number and street name: 334 Adelaide Street West, 3rd Floor

City: TORONTO Province / Territory: Ontario Postal Code: M5V 1R4

3 - Additional address

Care of: NOT APPLICABLE

Number and street name

City: Province / Territory: Postal Code:

4 - Members of the board of directors

FIRST AND LAST NAME	ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes/No)
ROY SEBAG	390 BAY STREET, SUITE 806, TORONTO, ONTARIO M5H 2Y2	No
JOSHUA D. CRUMB	390 BAY STREET, SUITE 806, TORONTO, ONTARIO M5H 2Y2	Yes
DENNIS H. PETERSON	390 BAY STREET, SUITE 806, TORONTO, ONTARIO M5H 2Y2	Yes
JAMES G. EATON	390 BAY STREET, SUITE 806, TORONTO, ONTARIO M5H 2Y2	Yes
MAHENDRA NAIK	390 BAY STREET, SUITE 806, TORONTO, ONTARIO M5H 2Y2	Yes

5 - Declaration

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the CBCA.

Signature:

Print name: Joshua D. Crumb

Telephone number: 647-499-6748

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).