

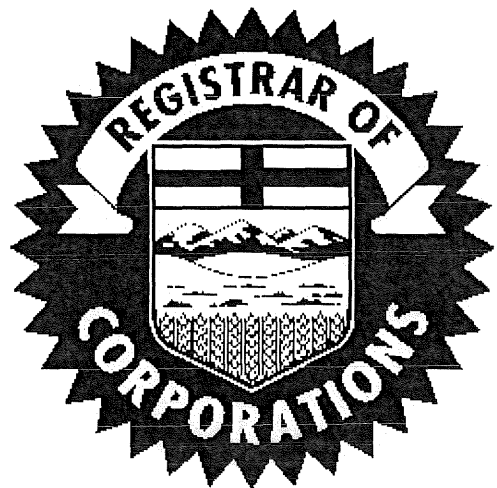
CORPORATE ACCESS NUMBER: 2020876815

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

RED RIVER CAPITAL CORP.
CHANGED ITS NAME TO **BITCOIN WELL INC.** ON 2021/06/11.



ALBERTA

Articles Of Amendment

Business Corporations Act
Section 29 or 177

1. Name of Corporation	2. Corporate Access Number
RED RIVER CAPITAL CORP.	2020876815

3. The Articles of the above named Corporation are amended in accordance with Section 173(1)(a) of the *Business Corporations Act* as follows:

The name of the Corporation is changed to:

BITCOIN WELL INC.

Nicole Bacsalmasi

Name of Person Authorizing (please print)

Solicitor

Title (please print)

DocuSigned by:



6162FC560553441...

Signature

Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 – 102 Street, Edmonton, Alberta T5J 4L4 (780) 422-7330.

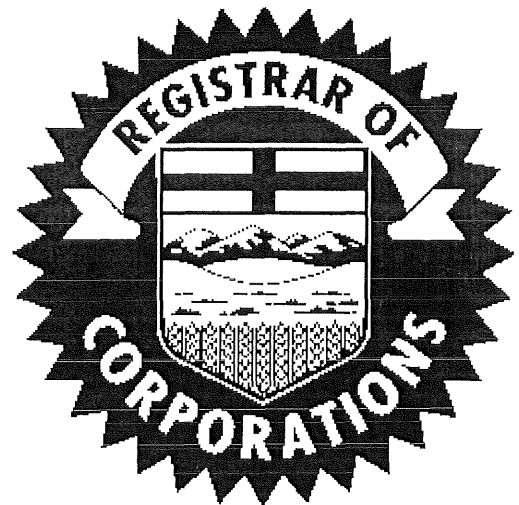
CORPORATE ACCESS NUMBER: 2020876815

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**RED RIVER CAPITAL CORP.
AMENDED ITS ARTICLES ON 2018/04/25.**



ALBERTA
REGISTRIES

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

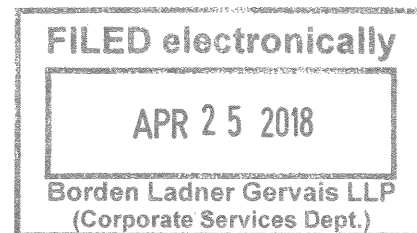
RED RIVER CAPITAL CORP.

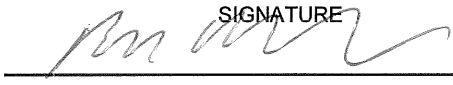
2. CORPORATE ACCESS NO.:

2020876815

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

- (a) Pursuant to Section 173(1)(m) of the Business Corporations Act, (Alberta) to change the restrictions on share transfers from "No Securities (other than non-convertible debt securities) of the Corporation shall be transferred without the approval of the Board of Directors" to "NONE".



DATE	SIGNATURE	TITLE
April <u>23</u> , 2018		Director/Officer

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2018/04/25

Service Request Number: 28887854

Corporate Access Number: 2020876815

Legal Entity Name: RED RIVER CAPITAL CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: RED RIVER CAPITAL CORP.

New French Equivalent Name:

Nuans Number: 120367053

Nuans Date: 2017/12/19

French Nuans Number:

French Nuans Date:

Share Structure: SEE SCHEDULE

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE SCHEDULE

BCA Section/Subsection: 173(1)(M)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

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Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2017/12/20
Other Rules or Provisions	ELECTRONIC	2017/12/20

Registration Authorized By: ROBB MCNAUGHTON
SOLICITOR

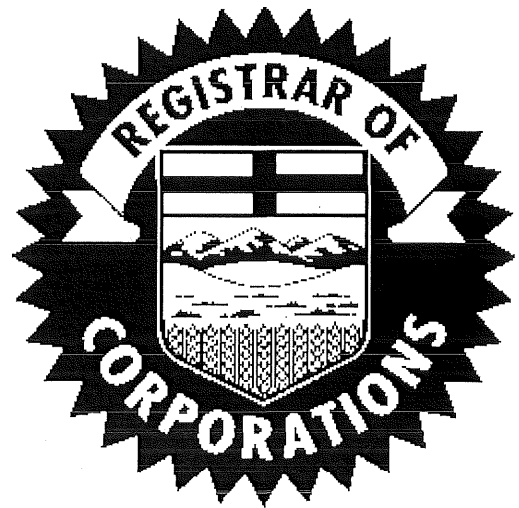
CORPORATE ACCESS NUMBER: 2020876815

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**RED RIVER CAPITAL CORP.
WAS INCORPORATED IN ALBERTA ON 2017/12/20.**



**Articles of Incorporation
For
RED RIVER CAPITAL CORP.**

Share Structure: SEE SCHEDULE

**Share Transfers
Restrictions:** NO SECURITIES (OTHER THAN NON-CONVERTIBLE DEBT
SECURITIES) OF THE CORPORATION SHALL BE TRANSFERRED
WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS.

**Number of
Directors:**

**Min Number of
Directors:** 3

**Max Number of
Directors:** 15

**Business
Restricted To:** NONE

**Business
Restricted From:** NONE

Other Provisions: SEE SCHEDULE

**Registration Authorized By: MELISSA SMITH
SOLICITOR**

Articles Of Incorporation

Business Corporations Act
Section 6

1. Name of Corporation

RED RIVER CAPITAL CORP.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See Schedule

3. Restrictions on share transfers (if any):

No securities (other than non-convertible debt securities) of the Corporation shall be transferred without the approval of the Board of Directors.

4. Number, or minimum and maximum number, of directors that the corporation may have:

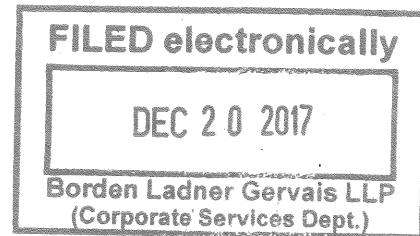
Minimum 3; Maximum 15

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

None

6. Other rules or provisions (if any):

See Schedule



7. Date authorized by Incorporators: 2017 / 12 / 20
Year/ Month / Day

Incorporators

Name of Person Authorizing (please print)	Address: (including postal code)	Signature
Melissa Smith	1900, 520 – 3 rd Avenue SW Calgary, Alberta T2P 0R3	<i>Melissa Smith</i>

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SCHEDULE: SHARE STRUCTURE

THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. An unlimited number of Common shares, the holders of which are entitled:

(a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any of such classes of shares without being obliged to declare any dividends on the Common shares of the Corporation;

(c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation.

2. An unlimited number of Preferred shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:

(a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;

(b) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and

(c) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred shares are not paid in full, all series of Preferred shares shall participate rateably in respect of accumulated dividends and return of

capital.

SCHEDULE: OTHER RULES OR PROVISIONS

The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Meetings of the shareholders may be held outside of Alberta.

SCHEDULE: SHARE STRUCTURE

THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. **An unlimited number of Common shares**, the holders of which are entitled:
 - (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any of such classes of shares without being obliged to declare any dividends on the Common shares of the Corporation;
 - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation.
2. **An unlimited number of Preferred shares**, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;
 - (b) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and
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