

# Delaware


The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TERAWULF INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 2024, AT 3:45 O`CLOCK P.M.*





  
Jeffrey W. Bullock, Secretary of State

6011565 8100  
SR# 20241475297

Authentication: 203263353  
Date: 04-16-24

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
TERAWULF INC.**

TeraWulf Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY THAT:

1. The certificate of incorporation of the Corporation as heretofore in effect is hereby amended by replacing Article IV, Section 4.1 with the following:

“4.1 Authorized Stock. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 700,000,000 shares, divided into (a) 600,000,000 shares of Common Stock, with the par value of \$0.001 per share (the “Common Stock”), and (b) 100,000,000 shares of Preferred Stock, with the par value of \$0.001 per share (the “Preferred Stock”). The authorized number of shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the Corporation entitled to vote, and no separate vote of such class or series of stock the authorized number of which is to be increased or decreased shall be necessary to effect such change.

The Board (as defined below) is hereby authorized, by resolution or resolutions thereof, to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designations, powers, preferences, rights, qualifications, limitations and restrictions in respect of the shares of such series. The powers, designations, preferences and relative, participating, optional or other rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, may differ from those of any and all other series at any time outstanding.”

2. The forgoing amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.


*[Signature Page Follows]*

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:45 PM 04/16/2024  
FILED 03:45 PM 04/16/2024  
SR 20241475297 - File Number 6011565

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this 16<sup>th</sup> day of April, 2024.

**TeraWulf Inc.**

By:  \_\_\_\_\_  
Name: Paul Prager  
Title: Chief Executive Officer

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