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Ontario Corporation Number
Numéro de la société en Ontario

1747895

Ministry of Government Services / Ministère des Services gouvernementaux

Ontario

CERTIFICATE
This is to certify that these articles are effective on

CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

SEPTEMBER 2 8 SEPTEMBRE, 2007

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business Corporations Act

Formule 4
Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT) :

NOPC EGYPT INC.

2. The address of the registered office is:
Adresse du siège social :

100 King Street West, Suite 6600, 1 First Canadian Place

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto **Ontario** M5X 1B8

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code / *Code postal*)

3. Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs : ou nombres minimum et maximum d'administrateurs :

Number / *Nombre*	or / *ou*	minimum / *minimum*	and / *et* maximum / *maximum*
		1	10

4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname *Prénom, autres prénoms et nom de famille*	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code *Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal*	Resident Canadian State 'Yes' or 'No' *Résident canadien Oui/Non*
Mohamed-Shereef Mohamed El-Prince	Villa #52, Belle Ville Compound Sheikh Zayed District, Giza, Egypt	No
Frank J. Turner	3028 2nd Street Calgary AB T2S 1T3	Yes

5. **Check A <u>or</u> B**
Cocher A <u>ou</u> B

☐ A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionnne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions *à la date mentionnée ci-dessous.*

<u>or</u>
<u>ou</u>

☑ B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions *à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

NOPC Canada Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations *Dénomination sociale des sociétés qui fusionnent*	Ontario Corporation Number *Numéro de la société en Ontario*	Date of Adoption/Approval *Date d'adoption ou d'approbation* Year / *année* Month / *mois* Day / *jour*
NOPC Canada Inc.	1747820	2007/09/28
Scimitar Hydrocarbons Corporation	1746107	2007/09/28

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The shares of the Corporation shall be subject to the restriction on transfer of securities set out under Other provisions.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

The securities of the Corporation, other than non-convertible debt securities, shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions *constituent l'annexe A.*

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

NOPC CANADA INC.

By:
Name: SHEREEF ELPRINCE
Title: Director

SCIMITAR HYDROCARBONS CORPORATION

By:
Name: SHEREEF ELPRINCE
Title: Director

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

I, Mohamed Shereef El-Prince, of the City of Cairo, in the Country of Egypt, solemnly state that:

1. I am a director of NOPC Canada Inc., one of the amalgamating corporations (the "Corporation") and as such have personal knowledge of the matters herein deposed to.

2. There are reasonable grounds for believing that:

   (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;

   (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and

   (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED September 28, 2007.

Mohamed Shereef El-Prince

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

I, Mohamed Shereef El-Prince, of the City of Cairo, in the Country of Egypt, solemnly state that:

1. I am a director of Scimitar Hydrocarbons Corporation, one of the amalgamating corporations (the "Corporation") and as such have personal knowledge of the matters herein deposed to.

2. There are reasonable grounds for believing that:

   (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;

   (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and

   (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED September 28, 2007.

Mohamed Shereef El-Prince

SCHEDULE "B"

NOPC CANADA INC.
(the "Corporation")

CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS

"RESOLVED THAT:

1. The amalgamation of the Corporation and Scimitar Hydrocarbons Corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA"), effective September 28, 2007, is authorized and approved.

2. Subject to the issuance of a Certificate of Amalgamation pursuant to the OBCA and without affecting the validity of the incorporation and existence of Scimitar Hydrocarbons Corporation under its articles and of any act done thereunder, all shares of the authorized capital of Scimitar Hydrocarbons Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.

3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation except that the name of the amalgamated corporation shall be NOPC Egypt Inc.

4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of the Corporation.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.

6. Any director or officer of the Corporation is authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing.

7. This resolution may be executed in counterparts and by means of facsimile signature, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument."

CERTIFIED to be a true and correct copy of a resolution passed by the directors of **NOPC CANADA INC.** on September 28, 2007 which resolution is still in full force and effect, unamended.

DATED September 28, 2007.

Name: Mohamed Shereef El-Prince
Title: Director

SCHEDULE "B"

SCIMITAR HYDROCARBONS CORPORATION
(the "Corporation")

CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS

"RESOLVED THAT:

1. The amalgamation of the Corporation and NOPC Canada Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA"), effective September 28,2007, is authorized and approved.

2. Subject to the issuance of a Certificate of Amalgamation pursuant to the OBCA and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares of the capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof.

3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of NOPC Canada Inc. except that the name of the amalgamated corporation shall be NOPC Egypt Inc.

4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of NOPC Canada Inc.

5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.

6. Any director or officer of the Corporation is authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing.

7. This resolution may be executed in counterparts and by means of facsimile signature, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument."

CERTIFIED to be a true and correct copy of a resolution passed by the directors of **SCIMITAR HYDROCARBONS CORPORATION** on September 28 , 2007 which resolution is still in full force and effect, unamended.

DATED September 28 , 2007.

Name: Mohamed Shereef El-Prince
Title: Director