

CORPORATE ACCESS NUMBER: 2017826658

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

TWIN BUTTE ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2013/11/05.



**Articles of Amalgamation
For
TWIN BUTTE ENERGY LTD.**

Share Structure:	SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions:	NONE
Number of Directors:	
Min Number of Directors:	3
Max Number of Directors:	10
Business Restricted To:	NONE
Business Restricted From:	NONE
Other Provisions:	MEETINGS OF THE SHAREHOLDERS MAY BE HELD AT ANY PLACE WITHIN CANADA OR THE UNITED STATES OF AMERICA

**Registration Authorized By: FREDERICK D. DAVIDSON
SOLICITOR**

SCHEDULE "A"

The Corporation is authorized to issue an unlimited number of voting common shares (the "Common Shares") and an unlimited number of preferred shares, issuable in series (the "Preferred Shares"). The Common Shares and Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Common Shares

The unlimited number of Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) the holders of Common Shares shall be entitled to notice of, to attend and to one vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Common Shares as such);

(b) the holders of Common Shares shall be entitled to receive dividends as and when declared by the Board of Directors of the Corporation on the Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends; and

(c) the holders of Common Shares shall be entitled in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of shares of any other class of shares of the Corporation ranking equally with the Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

If the Board of Directors of the Corporation declare a dividend on the Common Shares payable in whole or in part in fully paid and non-assessable Common Shares (the portion of the dividend payable in Common Shares being herein referred to as a "stock dividend"), the following provisions shall apply:

(a) unless otherwise determined by the Board of Directors of the Corporation in respect of a particular stock dividend: (i) the number of Common Shares (which shall include any fractional Common Shares) to be issued in satisfaction of the stock dividend shall be determined by dividing (A) the dollar amount of the particular stock dividend, by (B) 95% of the "Average Market Price" of a Common Share on the Toronto Stock Exchange (the "TSX"), with the "Average Market Price" calculated by dividing the total value of Common Shares traded on the TSX by the total volume of Common Shares traded on the TSX over the five trading day period immediately prior to the payment date of the applicable stock dividend on the Common Shares; and (ii) the value of a Common Share to be issued for the purposes of each

stock dividend declared by the Board of Directors of the Corporation shall be deemed to be the Average Market Price of a Common Share;

(b) to the extent that any stock dividend paid on the Common Shares represents one or more whole Common Shares payable to a registered holder of Common Shares, such whole Common Shares shall be registered in the name of such holder. Common Shares representing in the aggregate all of the fractions amounting to less than one whole Common Share which might otherwise have been payable to registered holders of Common Shares by reason of such stock dividend shall be issued to the transfer agent for the Common Shares as the agent of such registered holders of Common Shares. The transfer agent shall credit to an account for each such registered holder all fractions of a Common Share amounting to less than one whole share issued by the Corporation by way of stock dividends in respect of the Common Shares registered in the name of such holder. From time to time, when the fractional interests in a Common Share held by the transfer agent for the account of any registered holder of Common Shares are equal to or exceed in the aggregate one additional whole Common Share, the transfer agent shall cause such additional whole Common Share to be registered in the name of such registered holder and thereupon only the excess fractional interest, if any, will continue to be held by the transfer agent for the account of such registered holder. The Common Shares held by the transfer agent representing fractional interests shall not be voted;

(c) if at any time the Corporation shall have reason to believe that tax should be withheld and remitted to a taxation authority in respect of any stock dividend paid or payable to a shareholder in Common Shares, the Corporation shall have the right to sell, or to require its transfer agent in each case as agent of such shareholder, to sell all or any part of the Common Shares or any fraction thereof so issued to such holder in payment of that stock dividend or one or more subsequent stock dividends through the facilities of the TSX or other stock exchange on which the Common Shares are listed for trading, and to cause the transfer agent to remit the cash proceeds from such sale to such taxation authority (rather than such holder) in payment of such tax to be withheld. This right of sale may be exercised by notice given by the Corporation to such holder and to the Corporation or the transfer agent stating the name of the holder, the number of Common Shares to be sold and the amount of the tax which the Corporation has reason to believe should be withheld. Upon receipt of such notice the transfer agent shall, unless a certificate or other evidence of registered ownership for the Common Shares has at the relevant time been issued in the name of the holder, sell the Common Shares as aforementioned and the Corporation or the transfer agent as applicable, shall be deemed for all purposes to be the duly authorized agent of the holder with full authority on behalf of such holder to effect the sale of such Common Shares and deliver the proceeds therefrom to the applicable taxation authority on behalf of the Corporation. Any balance of the cash sale proceeds not remitted by the Corporation in payment of the tax to be withheld shall be payable to the holder whose Common Shares were so sold by the transfer agent;

(d) if at any time the Corporation shall have reason to believe that the payment of a stock dividend to any holder thereof who is

resident in or otherwise subject to the laws of a jurisdiction outside Canada might contravene the laws or regulations of such jurisdiction, or could subject the Corporation to any penalty thereunder or any legal or regulatory requirements not otherwise applicable to the Corporation, the Corporation shall have the right to sell, or to require its transfer agent in each case, as agent of such shareholder, to sell through the facilities of the TSX or other stock exchange on which the Common Shares are listed for trading, the Common Shares or any fraction thereof so issued and to cause the transfer agent to pay the cash proceeds from such sale to such holder. The right of sale shall be exercised in the manner provided in subparagraph (c) above except that in the notice there shall be stated, instead of the amount of the tax to be withheld, the nature of the law or regulation which might be contravened or which might subject the Corporation to any penalty or legal or regulatory requirement. Upon receipt of the notice, the Corporation or the transfer agent shall, unless a certificate or other evidence of registered ownership for the Common Shares has at the relevant time been issued in the name of the holder, sell the Common Shares as aforementioned and the Corporation or the transfer agent, as applicable shall be deemed for all purposes to be the duly authorized agent of the holder with full authority on behalf of such holder to effect the sale of such Common Shares and to deliver the proceeds therefrom to such holder;

(e) upon any registered holder of Common Shares ceasing to be a registered holder of one or more Common Shares, such holder shall be entitled to receive from the transfer agent, and the transfer agent shall pay as soon as practicable to such holder, an amount in cash equal to the proportion of the value of one Common Share that is represented by the fraction less than one whole Common Share at that time held by the transfer agent for the account of such holder, and, for the purpose of determining such value, each Common Share shall be deemed to have the value equal to the Average Market Price in respect of the last stock dividend paid by the Corporation prior to the date of such payment; and

(f) for the purposes of the foregoing: (i) the calculation of a fraction of a Common Share payable to a shareholder by way of a stock dividend and the calculation of the Average Market Price shall be computed to six decimal places, and shall be rounded to the nearest sixth decimal place; and (ii) neither the Corporation nor its transfer agent shall have any obligation to register any Common Share in the name of a person, to deliver a certificate or other document representing Common Shares registered in the name of a shareholder or to make a cash payment for fractions of a Common Share, unless all applicable laws and regulations to which the Corporation and/or the transfer agent are, or as a result of such action may become, subject, shall have been complied with to their reasonable satisfaction.

2. Preferred Shares

(a) Series:

The Preferred Shares may at any time or from time to time be issued in one or more series. Subject to the provisions hereof and of the Act, the directors of the Corporation may from time to time fix the number of shares in, and determine the designation,

rights, privileges, restrictions and conditions attaching to the shares of, each series of Preferred Shares.

(b) Ranking:

The holders of 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 assets of the Corporation among 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 any series and the Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles or the Act, over the Common Shares and any other class of shares of the Corporation ranking junior to such Preferred Shares as may be fixed by the directors in accordance with the above paragraph.

(c) Idem:

If any cumulative dividends or other amounts payable on the return of capital in respect of any 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.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2013/11/05

Corporate Access Number: 2017826658

Service Request Number: 20504572

Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: TWIN BUTTE ENERGY LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: SUITE 2400, 525 - 8TH AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

RECORDS ADDRESS

Street: SUITE 2400, 525 - 8TH AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers NONE

Restrictions:**Number of Directors:**

**Min Number Of
Directors:** 3

**Max Number Of
Directors:** 10

Business Restricted To: NONE

**Business Restricted
From:** NONE

Other Provisions: MEETINGS OF THE SHAREHOLDERS MAY BE HELD AT ANY
PLACE WITHIN CANADA OR THE UNITED STATES OF AMERICA

Professional**Endorsement Provided:****Future Dating Required:**

Registration Date: 2013/11/05

Director

Last Name: GRESCHNER

First Name: THOMAS

Middle Name:

Street/Box Number: 112 GLENEAGLES LANDING

City: COCHRANE

Province: ALBERTA

Postal Code: T4C 1W3

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: FITZPATRICK

First Name: DAVID

Middle Name:

Street/Box Number: 410, 396 - 11TH AVE. SW

City: CALGARY

Province: ALBERTA

Postal Code: T2R 0C5

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: BRUSSA

First Name: JOHN
Middle Name:
Street/Box Number: 2400, 525 - 8TH AVENUE PLACE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: STECKLEY
First Name: WARREN
Middle Name:
Street/Box Number: SUITE 900, 639 - 5TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0M9
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: TRICKETT
First Name: WILLIAM
Middle Name:
Street/Box Number: 211 LAKE PLACID GREEN SE
City: CALGARY
Province: ALBERTA
Postal Code: T2J 5G6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: BROWN
First Name: R.
Middle Name: JAMES
Street/Box Number: SUITE 540, 840 - 6TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3E5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SAUNDERS
First Name: JAMES
Middle Name:
Street/Box Number: 410, 396 - 11TH AVE. SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 0C5
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2017101466	TWIN BUTTE ENERGY LTD.
2017825445	TWIN BUTTE ACQUISITION LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2013/11/05
Statutory Declaration	10000607111139494	2013/11/05

Registration Authorized By: FREDERICK D. DAVIDSON
SOLICITOR