BUSINESS CORPORATIONS ACT

iCRm

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

CRISPIN ENERGY INC.

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

The attached Schedule of Share Capital is incorporated into and forms part of this form.

3. Restrictions on share transfers (if any):

No restrictions.

4. Number, or minimum and maximum number of directors:

Not less than Three (3) directors and not more than Fifteen (15) directors.

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

No restrictions.

6. Other provisions (if any):

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

7. Name of Amalgamating Corporations	Corporate Access Number
Crispin Energy Inc.	202099453
North River Resources Ltd.	205489305

4. DATE	SIGNATURE	TITLE
December 31, 2003		PRES. + CEO

SCHEDULE OF SHARE CAPITAL

CRISPIN ENERGY INC.

The Corporation is authorized to issue:

(a) An unlimited number of Common Shares without nominal or par value; and

(b) 150,000 Preference Shares without nominal or par value;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

A. Common Shares

The rights and restrictions attached to the Common Shares are as follows:

(i) The holders of the Common Shares shall be entitled to receive notice of, and to vote at every meeting of the shareholders of the Corporation.

(ii) The holders of Common Shares shall be entitled to receive such dividend as the Directors may from time to time, by resolutions, declare, provided however, that no dividend shall be declared or paid to the holders of the Common Shares in any one financial year of the Corporation unless and until the holders of the Preference Shares shall have received the dividend to which they are entitled for that year.

(iii) The holders of Common Shares shall be entitled to share equally in the assets of the Corporation remaining upon liquidation of the Corporation after the creditors of the Corporation have been satisfied.

B. Preference Shares

The rights and restrictions attached to the Preference Shares are as follows:

(i) Dividends - The holders of the Preference Shares, in priority to Common Shares without nominal or par value (hereinafter called the "Common Shares") and any other shares ranking junior to the Preference Shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, fixed preferential cumulative cash dividends at the rate of Thirteen percent (13%) per annum on the amount paid for the Preference Shares. The holders of the Preferential Shares shall not be entitled to any dividends other than or in excess of the preferential cumulative cash dividends hereinbefore provided for. Except with the consent in writing of the holders of all the Preference Shares outstanding, no dividend shall at any time be declared and paid on or set apart for payment on the Common Shares or any other shares of the Corporation ranking junior to the Preference Shares in any fiscal year unless and until the preferential cumulative cash dividend on all the Preference Shares outstanding in respect of such fiscal year has been declared and paid or set apart for payment.

(ii) Liquidation - In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding up its affairs the holders of the Preference Shares shall be entitled to receive from the assets and property of the Corporation a sum equivalent to the amount paid for the Preference Shares held by them respectively together with all declared and unpaid preferential cumulative cash dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Common Shares or shares of any other class ranking junior to the Preference Shares. After payment to the holders of the Preference Shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets or property of the Corporation.

(iii) Rights of Conversion - The holders of the Preference Shares shall have the right at any time up to and including but not after August 1, 1985 to convert such Preference Shares into Common Shares of the Corporation at the rate of ten (10) Common Shares for each Preference Share. A holder of Preference Shares desiring to convert any such shares into Common Shares shall deliver to the transfer agent or the Secretary of the Corporation for the Preference Shares, a written notice exercising his right to convert any such Preference Shares, naming the person or persons in whose name such Common Shares are to be issued and the number to be issued to each, the certificate or certificates for the Preference Shares to be converted, signed by the person registered on the books of the Corporation as the holder of the Preference Shares in respect of which such right is being exercised or by his duly authorized attorney. If any Common Shares into which such Preference Shares are converted are to be issued to a person or persons other than the holders of the Preference Shares, the signature of such holder on such notice shall be guaranteed in a manner satisfactory to the Corporation's transfer agent and such holder shall pay to the Corporation's transfer agent any applicable transfer taxes. Upon such delivery and such payment, each person in whose name the Common Shares are to be issued as designated in such notice shall be deemed for all purposes to be he holder of record of Common Shares of the Corporation to the number designated in such notice, and such person or persons shall be entitled to delivery by the Corporation of a certificate or certificates representing such Common Shares promptly after the exercise of such right of conversion. If any certificates representing the Preference Shares be duly surrendered as aforesaid for conversion during a period when the registers of transfers of the Common Shares are properly closed, the registered holders thereof (or such other person or persons as aforesaid) shall be deemed to become holders of Common Shares of record immediately upon the reopening of such registers of transfers. If less than all the Preference Shares represented by any certificate are to be converted, the holders shall be entitled to receive, at the expense of the

Corporation, a new certificate representing unconverted Preference Shares comprised in the original certificate.

(iv) Purchase for Cancellation - The Corporation may at any time or from time to time purchase for cancellation all or part of the outstanding Preference Shares at the lowest price at which, in the opinion of the Directors, such shares are obtainable. Except where the purchase for cancellation is made on the open market or all the holders of the Preference Shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Preference Shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Preference Shares offered, the Corporation shall accept part of the Preference Shares offered in each tender in the proportion as nearly as may be to the total number of Preference Shares offered in each tender (disregarding fractions).

(v) Redemption - The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Preference Shares if the Preference Shares of the Corporation trade for twenty (20) consecutive trading days on a recognized stock exchange at a price of One Dollar and Fifty Cents ($1.50) per Share, together with all declared and unpaid preferential cumulative cash dividends thereon and any premium thereon which may be set by the Directors of the Corporation. In the case of redemption of Preference Shares under the provisions of this clause (v), the Corporation shall at least thirty (30) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of Preference Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preference Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one (1) or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. The notice shall further set out that the holder of Preference Shares to whom notice of redemption has been given as aforesaid, may, within twenty (20) days of the giving of such notice by the Corporation, give the Corporation a written notice exercising his right to convert the Preference Shares set forth in the notice of intention to redeem, into Common Shares in accordance with the provisions of paragraph (iii) hereof. Failing the receipt of such written notice exercising such right of conversion within the said twenty (20) day period, the Corporation shall proceed with the redemption of the Preference Shares as herein provided. On or before the date so specified for redemption, the Corporation shall pay or cause to be paid to or o the order of the registered holders of the Preference Shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Preference Shares called for redemption. If a part only of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the Preference Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Preference Shares to deposit the redemption price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or trust company in Canada, named in such notice to be paid without interest to or to the order of the respective holders of such Preference Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preference Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(vi) Voting Rights - The holders of the Preference Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Preference Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

(vii) Amendments to Preference Shares - The confirmation required by section 167(1) of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to the amended, re-enacted or replaced provisions), of a special resolution authorizing an amendment to the Articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Preference Shares or creating special shares ranking in any respect in priority to or on a parity with the Preference Shares may be given by a majority in number of the holders of the Preference Shares holding at least two-thirds (2/3) of the share capital of that class at a meeting of the holders of the Preference Shares duly called for that purpose and held upon at least twenty-one (21) days' notice at which the holders of at least two-thirds (2/3) of the outstanding Preference Shares are present or represented by proxy. If at any such meeting the holders of two-thirds (2/3) of the outstanding Preference Shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the chairman and at least ten (10) days' notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of Preference Shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of Preference Shares referred to above may be given by the holders of at least two-thirds (2/3) of the outstanding Preference Shares. The formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the By-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of Preference Shares shall be entitled to one (1) vote in respect of each Preference Share held.

(viii) The Common Shares shall rank junior to the Preference Shares and shall be subject in all respects to the preferences, rights, conditions, restrictions, limitations and prohibitions attaching to the Preference Shares.

SCHEDULE OF OTHER PROVISIONS

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