CORPORATE ACCESS NUMBER

20604397

Alberta

GOVERNMENT OF ALBERTA

BUSINESS CORPORATIONS ACT

CERTIFICATE
OF
AMENDMENT

SOFTROCK PETROLEUMS LTD.

CHANGED ITS NAME TO **SOFTROCK MINERALS LTD.** ON JULY 8, 1997.

Registrar of Corporations

CORPORATE ACCESS NUMBER
20604397

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE
OF
AMALGAMATION

SOFTROCK PETROLEUMS LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON MARCH 24, 1994.

Registrar of Corporations

BUSINESS CORPORATIONS ACT
(Section 179)

Form 9

ALBERTA CONSUMER AND CORPORATE AFFAIRS **ARTICLES OF AMALGAMATION**

1. Name of Incorporation

SOFTROCK PETROLEUMS LTD.

2. Corporate Access No.

~~20564016~~
20604397

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

The Corporation is authorized to issue an unlimited number of First Preferred Shares, an unlimited number of Second Preferred Shares and an unlimited number of Common Shares, each having the rights, privileges, restrictions and conditions set forth in Schedule "A" which is attached hereto and forms part of these Articles of Amalgamation.

4. Restrictions if any on share transfers.

No restrictions

FILED
MAR 24 1994
Registrar of Corporations
Calgary Office
Province of Alberta

5. Number (or minimum and maximum number) of directors.

Minimum 3, Maximum 12

6. Restrictions if any on Business the Corporation may carry on.

N/A

7. Other provisions if any.

None

8. Names of Amalgamating Corporations

	Corporate Access No.
SOFTROCK PETROLEUMS LTD.	20564016
PETROMAX RESOURCES INC.	20575154

9. Date	Signature	Title
January 15, 1994	Keith McLean	President

For Departmental Use Only

Filed

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SCHEDULE "A"

To the Articles of Amalgamation of

SOFTROCK PETROLEUMS LTD.

1. The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Issuance in Series**: The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.

(b) **Ranking of First Preferred Shares**: The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the 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, rank on a parity with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 1(a).

(c) **Approval by Holders of First Preferred Shares**: The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned 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 the shareholders.

2. The Second Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Issuance in Series**: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.

(b) **Ranking of Second Preferred Shares**: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the 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, rank on a parity with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 2(a).

(c) **Approval by Holders of Second Preferred Shares**: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Second Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the Second Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned 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.

3. The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Voting**: The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.

(b) **Dividends**: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors in the Corporation.

(c) **Liquidation, Dissolution or Winding-Up**: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.

FILED
MAR 24 1994
Registrar of Corporations
Calgary Office
Province of Alberta

STATUTORY DECLARATION

CANADA	)	IN THE MATTER OF the amalgamation of:
PROVINCE OF ALBERTA	)	**SOFTROCK PETROLEUMS LTD. and PETROMAX RESOURCES INC.**
JUDICIAL DISTRICT OF	)	(the "Amalgamating Corporations") as
CALGARY	)	**SOFTROCK PETROLEUMS LTD.** (the "Amalgamated Corporation") pursuant to section 178(1) of the Business Corporations Act (Alberta)

I, KEITH McLEAN, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

1. I am a director of each of the Amalgamating Corporations and am a proposed director of the Amalgamated Corporation, and as such have full and complete knowledge of the business affairs of the Amalgamating Corporations and the matters set out in this statutory declaration.

2. There are reasonable grounds for believing that:

(i) the Amalgamated Corporation will be able to pay its liabilities as they become due;

(ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and

(iii) no creditor will be prejudiced by the amalgamation.

AND I MAKE THIS SOLEMN DECLARATION, conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath, and by virtue of the Canada Evidence Act.

DECLARED BEFORE ME at the City of Calgary, in the Province of Alberta, this 22 day of ~~January~~ MARCH, 1994.

~~A Notary Public~~ Commissioner for Oaths in and for the Province of Alberta

KEITH McLEAN

ALAN R. [illegible]
Commissioner for Oaths
In and for the Province of Alberta
My Commission Expires [illegible]

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Commissioner [illegible]
in and for the Province of Alberta
My Commission Expires Aug [illegible] 1995

CORPORATE ACCESS NUMBER

20564016

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE OF AMENDMENT

SOFTROCK PETROLEUM LTD.

CHANGED ITS NAME TO **SOFTROCK PETROLEUMS LTD.** ON JULY 28, 1993.

Registrar of Corporations

BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

Alberta CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:	2. CORPORATE ACCESS NUMBER:
SOFTROCK PETROLEUM LTD.	20564016

3. ITEM NO. ____________ OF THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED IN ACCORDANCE WITH SECTION ____________ OF THE BUSINESS CORPORATIONS ACT.

FILED
JUL 28 1993
Registrar of Corporations
Calgary Office
Province of Alberta

The name of the Corporation as set out in Article 1 of the Articles of Incorporation be changed from Softrock Petroleum Ltd. to

Softrock Petroleums Ltd.

pursuant to section s.167(1)(a) of the <u>Business Corporations Act</u> (Alberta).

DATE	SIGNATURE	TITLE
July 23, 1993	Keith McLean	President

FOR DEPARTMENTAL USE ONLY	FILED

CCA-06.104

20564016
Corporate Access No.

Alberta

BUSINESS CORPORATIONS ACT

Form 5

CERTIFICATE OF AMENDMENT

SOFTROCK PETROLEUM LTD.
Name of Corporation

I HEREBY CERTIFY that the Articles of the above-mentioned Corporation were amended under Section 171 of the Business Corporations Act as set out in the attached Articles of Amendment.

Alberta
CORPORATE REGISTRY
CONSUMER AND CORPORATE AFFAIRS

Registrar of Corporations

June 8, 1993
Date of Amendment

CCA-06-102
(Rev 11/91)

BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

Alberta CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

564016 ALBERTA INC.

2. CORPORATE ACCESS NUMBER:

20564016

FILED
JUN -8 1993
Registrar of Corporations
Calgary Office
Province of Alberta

3. ITEM NO. ______ OF THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED IN ACCORDANCE WITH SECTION ______ OF THE BUSINESS CORPORATIONS ACT.

1. The name of the Corporation as set out in Article 1 of the Articles of Incorporation be changed from 564016 Alberta Inc. to Softrock Petroleum Ltd., pursuant to section s.167(1)(a) of the Business Corporations Act (Alberta) (the "Act").

2. Article 3 of the Articles of Incorporation be repealed and the words "No restriction" be substituted in its place, pursuant to s. 167(1)(1) of the Act.

3. Article 4(a) of the Articles of Incorporation be changed from "minimum of one (1). . . maximum of seven (7)" to "minimum of three (3) and maximum of twelve (12)", pursuant to s. 167(1)(k) of the Act.

4. Article 6 of the Articles of Incorporation be repealed and the word "None" be substituted in its place, pursuant to s. 167(1)(m) of the Act.

DATE	SIGNATURE	TITLE
May 30/93	[signature]	Director

FOR DEPARTMENTAL USE ONLY

FILED

COA-06/104

CORPORATE ACCESS NUMBER

20564016

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE OF INCORPORATION

564016 ALBERTA INC.

WAS INCORPORATED IN ALBERTA ON APRIL 26, 1993

CORPORATE REGISTRY
CONSUMER AND CORPORATE AFFAIRS

Registrar of Corporations

BY-LAW NO. 1

A by-law relating generally to
the transaction of the business
and affairs of

564016 ALBERTA INC.

(the "Corporation")

DIRECTORS

1. Calling of and Notice of Meetings - Meetings of the board shall be held at such time and on such day as the chairman of the board, president or a vice-president, if any, or any two directors may determine. Written notice of meetings of the board shall be given to each director not less than forty-eight hours before the time when the meeting is to be held at the address most recently provided to the Corporation by the respective Directors. Each newly elected board may without notice hold its first meeting for the purposes of organization and the election and appointment of officers immediately following the meeting of shareholders at which such board was elected, provided a quorum of directors be present.

2. Votes to Govern - At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.

3. Quorum - A majority of directors shall constitute a quorum for the transaction of business at any meeting of directors.

4. Interest of Directors and Officers Generally in Contracts - No director or officer shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director of officer or in which any director or officer is in any way interested be liable to be voided nor shall any director of officer so contracting or being so interested by liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director or officer holding that office or of the fiduciary relationship thereby established; provided that the director or officer shall have complied with the provisions of the Business Corporations Act.

MEETINGS BY TELEPHONE

5. **Directors and Shareholders** - A director may participate in a meeting of the board or of a committee of the board and a shareholder may participate in a meeting of shareholders by means of telephone or other communication facilities that permit all persons participating in any such meeting to hear each other.

SHAREHOLDERS' MEETINGS

6. **Quorum** - One shareholder or duly appointed proxyholder personally present shall constitute a quorum for a meeting of shareholders for the choice of a chairman and adjournment of the meeting. For all other purposes the quorum of a meeting of the shareholders shall be the shareholders or duly appointed proxyholders personally present not being less than one in number, and holding or representing by proxy, not less than five percent of the issued shares of the Corporation of the class or classes respectively enjoying voting rights at such meeting. Notwithstanding the foregoing, if the articles of the Corporation provide for a different quorum in respect of a meeting of shareholders of any class or series of shares, such provisions in the articles shall be incorporated into this bylaw and shall be deemed to govern the quorum requirements in respect of any such meeting.

INDEMNIFICATION

7. **Indemnification of Directors and Officers** - The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives to the extent permitted by the Business Corporations Act.

8. **Indemnity of Others** - Except as otherwise required by the Business Corporations Act and subject to paragraph 6, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or

participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, shall not, or in itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was not lawful.

9. <u>Right of Indemnity Not Exclusive</u> - The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10. <u>No Liability of Directors or Officers for Certain Acts, etc.</u> - To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the

care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

11. **Banking Arrangements** - The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

12. **Execution of Instruments** - Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two officers or directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in this by-law shall include share certificates, warrants, bonds, debentures or other securities or security instruments of the Corporation, deeds, mortgages, charges, conveyances, transfers and assignments of property and all kinds including specifically but without limitation transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

13. **Voting Rights in Other Bodies Corporate** - The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by

whom any particular voting rights or class of voting rights may or shall be exercised.

MADE May 29, 1993.

Keith McLean, President

Denis Gagnon, Secretary-Treasurer

564016 ALBERTA INC.

The undersigned, being all of the directors of 564016 (the "Corporation"), hereby sign, pursuant to section 112 of the Business Corporations Act, the following resolution:

BY-LAW NO. 1

RESOLVED that the directors of the Corporation make By-Law No. 1, a copy of which is attached hereto, a by-law of the Corporation.

DATED May 29, 1993.

E. DENIS GAGNON

NICK TAYLOR

KEITH McLEAN

CLIFFORD CHANT

ROBERT CURR

The undersigned, being all of the shareholders of the Corporation, sign, pursuant to section 136 of the Business Corporations Act, the following resolution:

BY-LAW NO. 1

RESOLVED that By-Law No. 1, a copy of which is attached to this resolution, is confirmed.

DATED May 29, 1993.

E. DENIS GAGNON

NICK TAYLOR

KEITH McLEAN

CLIFFORD CHANT

ROBERT CURR

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