

CORPORATE ACCESS NUMBER: 2012083339

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**GROUNDSTAR RESOURCES LIMITED
AMENDED ITS ARTICLES TO CREATE SHARES IN SERIES ON 2014/08/07.**

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Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2014/08/07

Service Request Number: 21881083

Corporate Access Number: 2012083339

Legal Entity Name: GROUNDSTAR RESOURCES LIMITED

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: GROUNDSTAR RESOURCES LIMITED

New French Equivalent Name:

Nuans Number: 85202459

Nuans Date: 2005/12/02

French Nuans Number:

French Nuans Date:

Share Structure: AS SET FORTH IN THE ATTACHED SCHEDULE "A"

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 11

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: AS SET FORTH IN THE ATTACHED SCHEDULE "B"

BCA Section/Subsection:

Professional Endorsement Provided:

Future Dating Required:

Annual returns are outstanding for the 2013 file year(s).

Annual Return

File Year	Date Filed
2012	2013/02/11
2011	2011/10/19

2010 2010/10/20

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2005/12/05
Other Rules or Provisions	ELECTRONIC	2005/12/05
Letter of Approval	10000398000386695	2005/12/05
Consolidation, Split, Exchange	ELECTRONIC	2012/10/22
Shares in Series	ELECTRONIC	2014/08/07

**Registration Authorized By: PETER YATES
SOLICITOR**

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SHARES IN SERIES SCHEDULE

The Corporation is authorized to issue an unlimited number of Series 1 Preferred Shares which, in addition to the rights, privileges, restrictions and conditions set forth in the Schedule of Share Provisions attached to the Articles of the Corporation, shall be subject to the following rights, privileges, restrictions and conditions:

1) Cumulative Dividends:

The holders of the Series 1 Preferred Shares, in priority to the holders of the Common shares and all other shares ranking junior to the Series 1 Preferred 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 assets of the Corporation properly applicable to the payment of dividends, fixed preferential cumulative dividends at the rate of 10% per annum on the amount paid up per share. Such dividends shall be payable in semi-annual instalments commencing on November 30, 2014 and payable on May 31 and November 30 in each year following such date and shall accrue and be cumulative from such date, not later than 6 months after the respective dates of issue, as may in the case of each issue be determined by the board of directors of the Corporation or in case no date be so determined then from the date of issue. Such dividends shall be paid by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada (or, with the consent of any particular holder, by any other means of immediately available funds, by the issuance to such holder of a promissory note of the Corporation payable upon demand without interest or, if all of the holders of the Series 1 Preferred Shares consent, by the distribution of assets of the Corporation or by any other means). If on any dividend payment date the dividend payable on such date is not paid in full on all the Series 1 Preferred Shares then issued and outstanding, such dividend, or the unpaid part thereof, shall be paid at a subsequent date or dates in priority to dividends on the Common shares and any other shares ranking junior to the Series 1 Preferred Shares. The holders of Series 1 Preferred Shares shall not be entitled to any dividends other than or in excess of the preferential cumulative dividends hereinbefore provided.

2) Dividends Preferential:

Except with the consent in writing of the holders of all the Series 1 Preferred Shares outstanding, no dividend shall at any time be declared and paid on or set apart for payment on the Common shares or on any other shares ranking junior to the Series 1 Preferred Shares in any financial year unless and until the accrued preferential cumulative dividends on all the Series 1 Preferred Shares outstanding have been declared and paid or set apart for payment.

3) Participation upon Liquidation, Dissolution or Winding Up:

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Series 1 Preferred Shares shall be entitled to

receive from the assets of the Corporation a sum equivalent to the aggregate amount paid up on all Series 1 Preferred Shares held by them respectively plus all declared and unpaid dividends thereon before any amount shall be paid or any assets of the Corporation distributed to the holders of any Common shares or shares of any other class ranking junior to the Series 1 Preferred Shares. After payment to the holders of the Series 1 Preferred Shares of the amount so payable to them as above provided the Common shares shall rank equally as to priority of distribution and the holders of the Series 1 Preferred Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Series 1 Preferred Shares, be entitled to participate concurrently with the holders of the common shares in any further distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs. Any such further distribution shall be made in equal amounts per share on all the Series 1 Preferred Shares and Common shares at the time outstanding without preference or distinction.

4) Conversion Privilege:

Each issued Series 1 Preferred Share may at any time be converted, at the option of either the holder or the Corporation, into 4 Common shares, on any date from 12 months from the date of issue until the date that is 30 months from such date. The conversion privilege herein provided for may be exercised by notice in writing given to the Corporation accompanied by a certificate or certificates representing the Series 1 Preferred Shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the holder of the Series 1 Preferred Shares in respect of which such right is being exercised and shall specify the number of Series 1 Preferred Shares which the holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such transaction. Upon receipt of such notice the Corporation shall issue certificates representing fully paid Common shares upon the basis above prescribed and in accordance with the provisions hereof to the holder of the Series 1 Preferred Shares represented by the certificate or certificates accompanying such notice. If less than all of the Series 1 Preferred Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the Series 1 Preferred Shares representing the shares comprised in the original certificate which are not to be converted. All such Common shares issued pursuant to the aforementioned conversion privilege shall be deemed to be fully paid and non-assessable upon the issuance thereof.

5) Voting Rights:

The holders of the Series 1 Preferred Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation but shall not be entitled to vote at any such meeting.