Certified Copy

CORPORATE ACCESS NUMBER: 2016674216

Alberta

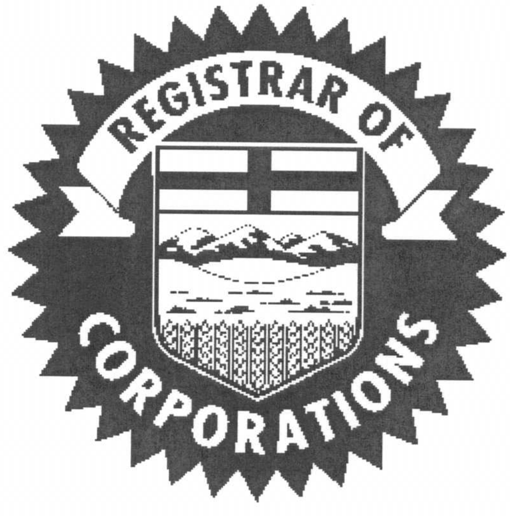
BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMALGAMATION

STRATEGIC OIL & GAS LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2012/04/01.



Certified Copy

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2012/04/01

Corporate Access Number: 2016674216

Service Request Number:	17747518
Alberta Corporation Type:	Named Alberta Corporation
Legal Entity Name:	STRATEGIC OIL & GAS LTD.
French Equivalent Name:	
Nuans Number:	
Nuans Date:	
French Nuans Number:	
French Nuans Date:	

REGISTERED ADDRESS

Street:	400 3RD AVENUE SW, SUITE 3700
Legal Description:	
City:	CALGARY
Province:	ALBERTA
Postal Code:	T2P 4H2

RECORDS ADDRESS

Street:	400 3RD AVENUE SW, SUITE 3700
Legal Description:	
City:	CALGARY
Province:	ALBERTA
Postal Code:	T2P 4H2

ADDRESS FOR SERVICE BY MAIL

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

Share Structure:	THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE

ARTICLES OF THE CORPORATION.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2012/04/01

Director

Last Name: SCHOCH

First Name: ARN

Middle Name: E.

Street/Box Number:

City: CALGARY

Province: ALBERTA

Postal Code:

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: HARKINS

First Name: JOHN

Middle Name: W.

Street/Box Number:

City: THE WOODLANDS

Province: TEXAS

Postal Code:

Country:

Resident Canadian:

Named On Stat Dec:

Last Name: CLAUGUS

First Name: THOMAS

Middle Name:
Street/Box Number:
City: MARIETTA
Province: GEORGIA
Postal Code:
Country:
Resident Canadian:
Named On Stat Dec:

Last Name: SKEITH
First Name: D.
Middle Name: RICHARD
Street/Box Number:
City: CALGARY
Province: ALBERTA
Postal Code:
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2012952558	ZINMAC INC.
2015552553	STRATEGIC OIL & GAS LTD.
2015775600	STEEN RIVER OIL & GAS LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2012/04/01
Statutory Declaration	10000107106662795	2012/04/01
Share Structure	ELECTRONIC	2012/04/01

Registration Authorized By: D. RICHARD SKEITH
SOLICITOR

Articles of Amalgamation
For
STRATEGIC OIL & GAS LTD.

Share Structure:	THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.
Share Transfers Restrictions:	NONE.
Number of Directors:	
Min Number of Directors:	3
Max Number of Directors:	15
Business Restricted To:	NONE.
Business Restricted From:	NONE.
Other Provisions:	THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

Registration Authorized By: D. RICHARD SKEITH
SOLICITOR

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
STRATEGIC OIL & GAS LTD. (the "Corporation")

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

I. COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

1.1 Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.

2. Dividends

2.1 Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

2.2 Holders of Common Shares shall be entitled to receive dividends on the Common Shares exclusive of any other shares of the Corporation.

3. Liquidation, Dissolution or Winding-Up

3.1 In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, shall be entitled to share equally, share for share, in the remaining property of the Corporation.

II. PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. Issuance in Series

1.1 Subject to the filing of Articles of Amendment in accordance with the Business Corporations Act (Alberta) (the "Act"), the Board of Directors may at any time and from time to time issue the Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board of Directors.

1.2 Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

2. Dividends

2.1 Subject to the preferences accorded to holders of any other shares of the Corporation ranking senior to the Preferred Shares from time to time with respect to the payment of dividends, the holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

3. Liquidation

3.1 In the event of a Distribution, holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
STRATEGIC OIL & GAS LTD. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

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 one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

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