

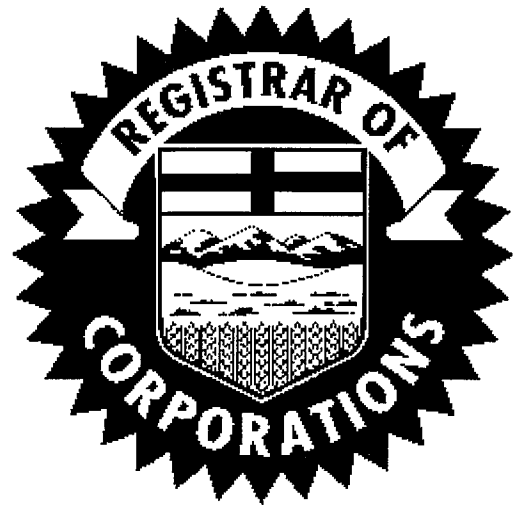
CORPORATE ACCESS NUMBER: 2016422186

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
CONTINUANCE**

PETROMANAS ENERGY INC.
CONTINUED FROM BRITISH COLUMBIA TO ALBERTA ON 2011/11/21.



Alberta

MUNICIPAL AFFAIRS
Registries

Articles of Continuance

1. NAME OF CORPORATION PETROMANAS ENERGY INC.	2. CORPORATE ACCESS NUMBER
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3. THE CLASSES OF SHARES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The attached schedule is incorporated into and forms part of the Articles of the Corporation

4. RESTRICTIONS ON SHARE TRANSFERS (IF ANY)

None

5. NUMBER, OR MINIMUM AND MAXIMUM NUMBER OF DIRECTORS THAT THE CORPORATION MAY HAVE:

Minimum 3 - Maximum 11

6. RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON:

None

7. IF A CHANGE OF NAME IS EFFECTED, PREVIOUS NAME:

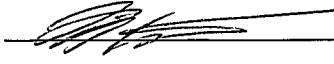
N/A

8. DETAILS OF INCORPORATION:

1. Incorporated under the *Business Corporations Act* (Alberta) on March 6, 1998 under the name World Wide Warranty Inc.
2. Filed Articles of Amendment on August 30, 2004 to change the name of the Corporation to W3 Solutions Inc.
3. Filed Articles of Amendment on November 3, 2006 to change the name of the Corporation to WWI Resources Ltd.
3. Continued into British Columbia on July 11, 2007 under the name WWI Resources Ltd.
4. Filed Notice of Alteration on February 23, 2010 to change the name of the corporation to Petromanas Energy Inc. to be effective on February 24, 2010.

9. OTHER RULES OR PROVISIONS IF ANY:

The attached schedule is incorporated into and forms part of the Articles of the Corporation


9. DATE	SIGNATURE	TITLE
19-10-2011		CFO

FOR DEPARTMENTAL USE ONLY

FILED

Filed with Alberta Registries
by Macleod Dixon LLP

NOV 21 2011

Initials: 

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
PETROMANAS ENERGY INC. (the "Corporation")

The authorized share structure of the Company is as follows:

- (1) An unlimited number of common shares (the "Common Shares"), without nominal or par value, having attached thereto the rights, privileges, restrictions and conditions as set forth below:
 - (a) The holders of the Common Shares shall be entitled to receive notice of and to vote at every meeting of the shareholders of the Company and shall have one vote thereat for each Common Share so held;
 - (b) Subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares of the Company, the Board of Directors may from time-to-time declare a dividend, and the Company shall pay thereon out of the monies of the Company properly applicable to the payment of the dividends to the holders of Common Shares. For the purpose hereof, the holders of Common Shares receive dividends as shall be determined from time-to-time by the Board of Directors whose determination shall be conclusive and binding upon the Company and the holders of Common Shares; and
 - (c) Subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares of the Company, in the event of liquidation, dissolution or winding-up of the Company or upon any distribution of the assets of the Company among shareholders being made (other than by way of dividend out of the monies properly applicable to the payment of dividends) the holders of Common Shares shall be entitled to share equally.
- (2) An unlimited number of Preferred Shares, without nominal or par value, having attached thereto the rights, privileges, restrictions and conditions as set forth below:
 - (a) The Board of Directors of the Company may from time-to-time issue the Preferred Shares in one or more series, each series to consist of such numbers of shares as may before issuance thereof be determined by the Board of Directors;
 - (b) The Board of Directors of the Company may by resolution alter the Articles of the Company (subject as hereinafter provided) to create any series of Preferred Shares and to fix before issuance, the designation, rights, privileges, restrictions and conditions to attach to the Preferred Shares of each series, including, without limiting the generality of the foregoing, the rate, form, entitlement and payment of preferential dividends, the dates and place to payment thereof, the redemption price,

terms, procedures and conditions of redemption, if any, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the Preferred Shares of such series; and provided, however, that no shares of any series shall be issued until the Company has filed an alteration to the Notice of Articles with the Registrar of Companies, or such designated person in any other jurisdiction in which the Company maybe continued.

- (c) if any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full the shares of all series shall participate rateably in respect of accumulated dividends and return of capital;
- (d) The Preferred Shares shall be entitled to preference over the Common Shares of the Company and any other shares of the Company ranking junior to the Preferred Shares with respect to the payment of dividends, if any, and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, and may also be given such other preferences over the Common Shares and any other shares of the Company ranking junior to the Preferred Shares as may be fixed by the resolution of the board of Directors of the Company as to the respective series authorized to be issued;
- (e) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority and payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, exclusive of any conversion rights that may affect the aforesaid;
- (f) No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Company ranking junior to the Preferred Shares unless all dividends, if any, up to and including the dividend payable for the last completed period for which such dividend shall be payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Company ranking junior to the Preferred Shares nor shall the Company call for redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the Preferred Shares (less than the total amount then outstanding) or any shares of the Company ranking junior to the Preferred Shares unless all dividends up to and including the dividend payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment;

- (g) Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Company out of capital pursuant to the provisions of the Business Corporations Act, if the Board of Directors so provide in the resolution of the Board of Directors of the Company relating to the issuance of such Preferred Shares, and upon such other terms and conditions as may be specified in the designations, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each such series as set forth in the said Resolution of the Board of Directors and Articles of Amendment of the Company relating to the issuance of such series;
- (h) The holders of the Preferred Shares shall not, as such, be entitled as of right to subscribe for or purchase or receive any part of any issue of shares or bonds, debentures or other securities of the Company now or hereafter authorized; and
- (i) No class of shares may be created or rights and privileges increased to rank in parity or priority with the Preferred Shares with regard to the rights and privileges thereof and without limiting the generality of the foregoing, capital and dividends, without the approval of the holders of the Preferred Shares.

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
PETROMANAS ENERGY INC. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

1. 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 shareholders of the Corporation; and
2. Any meeting of the Shareholders of the Corporation may be held in any place selected by the directors of the Corporation in accordance with applicable corporate legislation.

**Articles of Continuance
For
PETROMANAS ENERGY INC.**

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:	11
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: KIRSTY SKLAR
SOLICITOR**

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
PETROMANAS ENERGY INC. (the "Corporation")

The authorized share structure of the Company is as follows:

- (1) An unlimited number of common shares (the "Common Shares"), without nominal or par value, having attached thereto the rights, privileges, restrictions and conditions as set forth below:
 - (a) The holders of the Common Shares shall be entitled to receive notice of and to vote at every meeting of the shareholders of the Company and shall have one vote thereat for each Common Share so held;
 - (b) Subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares of the Company, the Board of Directors may from time-to-time declare a dividend, and the Company shall pay thereon out of the monies of the Company properly applicable to the payment of the dividends to the holders of Common Shares. For the purpose hereof, the holders of Common Shares receive dividends as shall be determined from time-to-time by the Board of Directors whose determination shall be conclusive and binding upon the Company and the holders of Common Shares; and
 - (c) Subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares of the Company, in the event of liquidation, dissolution or winding-up of the Company or upon any distribution of the assets of the Company among shareholders being made (other than by way of dividend out of the monies properly applicable to the payment of dividends) the holders of Common Shares shall be entitled to share equally.
- (2) An unlimited number of Preferred Shares, without nominal or par value, having attached thereto the rights, privileges, restrictions and conditions as set forth below:
 - (a) The Board of Directors of the Company may from time-to-time issue the Preferred Shares in one or more series, each series to consist of such numbers of shares as may before issuance thereof be determined by the Board of Directors;
 - (b) The Board of Directors of the Company may by resolution alter the Articles of the Company (subject as hereinafter provided) to create any series of Preferred Shares and to fix before issuance, the designation, rights, privileges, restrictions and conditions to attach to the Preferred Shares of each series, including, without limiting the generality of the foregoing, the rate, form, entitlement and payment of preferential

dividends, the dates and place to payment thereof, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the Preferred Shares of such series; and provided, however, that no shares of any series shall be issued until the Company has filed an alteration to the Notice of Articles with the Registrar of Companies, or such designated person in any other jurisdiction in which the Company maybe continued.

- (c) if any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full the shares of all series shall participate rateably in respect of accumulated dividends and return of capital;
- (d) The Preferred Shares shall be entitled to preference over the Common Shares of the Company and any other shares of the Company ranking junior to the Preferred Shares with respect to the payment of dividends, if any, and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, and may also be given such other preferences over the Common Shares and any other shares of the Company ranking junior to the Preferred Shares as may be fixed by the resolution of the board of Directors of the Company as to the respective series authorized to be issued;
- (e) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority and payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, exclusive of any conversion rights that may affect the aforesaid;
- (f) No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Company ranking junior to the Preferred Shares unless all dividends, if any, up to and including the dividend payable for the last completed period for which such dividend shall be payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Company ranking junior to the Preferred Shares nor shall the Company call for redemption or redeem or purchase for

cancellation or reduce or otherwise pay off any of the Preferred Shares (less than the total amount then outstanding) or any shares of the Company ranking junior to the Preferred Shares unless all dividends up to and including the dividend payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment;

- (g) Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Company out of capital pursuant to the provisions of the Business Corporations Act, if the Board of Directors so provide in the resolution of the Board of Directors of the Company relating to the issuance of such Preferred Shares, and upon such other terms and conditions as may be specified in the designations, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each such series as set forth in the said Resolution of the Board of Directors and Articles of Amendment of the Company relating to the issuance of such series;
- (h) The holders of the Preferred Shares shall not, as such, be entitled as of right to subscribe for or purchase or receive any part of any issue of shares or bonds, debentures or other securities of the Company now or hereafter authorized; and
- (i) No class of shares may be created or rights and privileges increased to rank in parity or priority with the Preferred Shares with regard to the rights and privileges thereof and without limiting the generality of the foregoing, capital and dividends, without the approval of the holders of the Preferred Shares.

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
PETROMANAS ENERGY INC. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

1. 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 shareholders of the Corporation; and

2. Any meeting of the Shareholders of the Corporation may be held in any place selected by the directors of the Corporation in accordance with applicable corporate legislation.



10000107103891111

September 12, 2011

MACLEOD DIXON LLP
3700 CANTERRA TOWER
400 THIRD AVENUE SW
CALGARY, AB T2P 4H2

Dear Kirsty Sklar:

Re: PETROMANAS ENERGY INC. - Number C0796804

The above company was authorized on September 12, 2011 to continue out of British Columbia, under section 308 of the *Business Corporations Act*, to the jurisdiction of Alberta.

Section 311(1) states that "Promptly after the date on which a company is continued into another jurisdiction, the continued corporation must file with the registrar a copy of any record issued to it by the other jurisdiction to effect or confirm the continuation." Please forward a copy of this record in order to remove the above company from the companies register in British Columbia.

This consent is valid for six months, ending March 12, 2012.

Yours truly,

Ron Townshend
Registrar of Companies

Inquiries: phone 250 356-8626 or fax 250 356-8923

Continuance Into Alberta - Registration Statement

Alberta Registration Date: 2011/11/21

Corporate Access Number: 2016422186

Service Request Number: 17173529
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: PETROMANAS ENERGY INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 3700, 400 - 3RD AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4H2

RECORDS ADDRESS

Street: 3700, 400 - 3RD AVENUE S.W.
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: 11

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:**

**Alberta Corporate Access
Number:** 2115534188

Future Dating Required:

Registration Date: 2011/11/21

Director

Last Name: JOHNSON

First Name: VERNE

Middle Name: G.

Street/Box Number:

City: CALGARY

Province: ALBERTA

Postal Code:

Country:

Resident Canadian: Y

Last Name: KEEP

First Name: GORDON

Middle Name: BRUCE

Street/Box Number:

City: VANCOUVER

Province: BRITISH COLUMBIA

Postal Code:

Country:

Resident Canadian: Y

Last Name: MCNAMARA

First Name: GLENN

Middle Name:

Street/Box Number:

City: CALGARY

Province: ALBERTA

Postal Code:

Country:

Resident Canadian: Y

Last Name: PROTTI

First Name: GERARD

Middle Name:

Street/Box Number:

City: CALGARY

Province: ALBERTA

Postal Code:

Country:

Resident Canadian: Y

Last Name: SCHOLZ

First Name: HEINZ

Middle Name:

Street/Box Number:

City: BAAR

Province:

Postal Code:

Country: SWITZERLAND

Resident Canadian:

Last Name: SCOTT

First Name: JEFFREY

Middle Name:

Street/Box Number:

City: CALGARY

Province: ALBERTA

Postal Code:

Country:

Resident Canadian: Y

Last Name: LADWEIN

First Name: HANS

Middle Name: WERNER

Street/Box Number:

City: VIENNA

Province:

Postal Code:

Country: AUSTRIA

Resident Canadian:

Last Name: VOGEL
First Name: PETER-MARK
Middle Name:
Street/Box Number:
City: BAAR
Province:
Postal Code:
Country: SWITZERLAND
Resident Canadian:

Continuance

Name In Previous Jurisdiction	Corporate Access Number in Previous Jurisdiction	Previous Jurisdiction	Date Created In Previous Jurisdiction
PETROMANAS ENERGY INC.	C0796804	BRITISH COLUMBIA	2007/07/11

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2011/11/21
Share Structure	ELECTRONIC	2011/11/21
Letter of Approval	10000107103891111	2011/11/21

Registration Authorized By: KIRSTY SKLAR
SOLICITOR