CORPORATE ACCESS NUMBER: 2011505993

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMALGAMATION

BREAKER ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2005/02/01.

Articles of Amalgamation
For
BREAKER ENERGY LTD.

Share Structure:	SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions:	NONE
Number of Directors:	
Min Number of Directors:	1
Max Number of Directors:	10
Business Restricted To:	NONE
Business Restricted From:	NONE
Other Provisions:	SEE SCHEDULE "B" ATTACHED HERETO

Registration Authorized By: FELICIA B. BORTOLUSSI
SOLICITOR

SCHEDULE "A"

The Corporation is authorized to issue an unlimited number of Class A Shares, an unlimited number of Class B Shares, and an unlimited number of Preferred Shares, having attached thereto the following rights, privileges, restrictions and conditions:

A. Class A Shares

There shall be attached to the Class A Shares, the following rights, privileges, restrictions and conditions, namely:

1. The holders of the Class A Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation (other than meetings of the holders of any class of shares meeting as a class or the holders of one or more series of any class of shares meeting as a series) and shall be entitled to one vote in respect of each Class A Share held.

2. The holders of the Class A Shares shall have the right, subject to any prior rights of the holders of Preferred Shares of the Corporation, to receive any dividends declared by the Directors of the Corporation on the Class A Shares. No dividend shall be declared or paid on the Class A shares unless a dividend, calculated in accordance with Section B.3, is also declared and paid on each Class B Share.

3. The holders of Class A Shares shall have the right to receive the remaining assets of the Corporation in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, subject to any prior rights of the holders of the Preferred Shares of the Corporation, and each Class A Share shall rank on a parity with each Class B Share as to the right to receive the remaining assets of the Corporation upon the happening of any such event and the right to receive any other repayment of capital made by the Corporation so that no such remaining assess shall be distributed to and no other repayment of capital shall be made in respect of any Class B Share unless an equivalent distribution or payment is also made in respect of each Class A Share and no such remaining assets shall be distributed to and no other repayment of capital shall be made in respect of any Class A Share unless an equivalent distribution or repayment is also made in respect of each Class B Share.

B Class B Shares

There shall be attached to the Class B Shares, the following rights, privileges, restrictions and conditions, namely:

1. In these Class B Share provisions, the following words have the following meanings:

(a) "Conversion Rate" at any date shall mean that number which is equal to the fraction of or number of Class A Shares of the Corporation which may be issued upon the conversion of one (1)

Class B Share and shall be determined by dividing $10.00 by the greater of (i) $1.00 and (ii) the Current Market Price of the Class A Shares at the effective date of conversion;

(b) "Current Market Price" at any date shall mean the weighted average trading price per share for Class A Shares for any 30 consecutive Trading Days selected by the Corporation and commencing not more than 45 Trading Days before such date on The Canadian Venture Exchange, or, if the Class A Shares are not then listed thereon, on such stock exchange on which the Class A Shares are listed as may be selected for such purpose by the directors, or if such Class A Shares are not listed on any stock exchange, then on the over-the-counter market. The weighted average trading price shall be determined by dividing the aggregate sale price of all Class A Shares sold on the said exchange or market, as the case may be, during the said 30 consecutive Trading Days by the total number of such Class A Shares so sold. In the event the foregoing cannot be determined, then the Current Market Price shall be established by a qualified independent value approved by the board of directors;

(c) "Trading Days" at any date shall mean a day on which no less than a board lot of Class A Shares of the Corporation has traded; and

(d) "Transfer Agent" means the transfer agent for the time being of the Class B Shares.

2. The holders of the Class B Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation (other than meetings of the holders of any class of shares meeting as a class or the holders of one or more series of any class of shares meeting as a series) and shall be entitled to one vote in respect of each Class B Share held.

3. The holders of the Class B Shares shall have the right, subject to any prior rights of the holders of Preferred Shares of the Corporation, to receive any dividends declared by the board of directors of the Corporation on the Class B Shares. The dividend for each Class B Share shall be equivalent to the dividend that would have been paid if the Class B Share had been converted into Class A Shares at the Conversion Rate on the date notice of the dividend was given. No dividend shall be declared or paid on the Class A Shares unless a dividend, as calculated above, is also declared and paid on each Class B Share and no dividend shall be declared or paid on the Class B Shares unless a divided is also declared and paid on each Class A Share.

4. The Class B Shares shall be converted into Class A Shares of the Corporation in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary. The conversion shall occur and the Conversion Rate shall be calculated on the date of public notice of liquidation, dissolution or winding up of the Corporation.

5. (a) Subject to Section B.4, the Class B Shares may be converted, at the option of the Corporation, at any time, and from time to time, after September 1, 2007 and before the close of business on September 1, 2009 into Class A Shares of the

Corporation at the Conversion Rate.

(b) If and whenever the Corporation shall reclassify the Class A Shares at any time outstanding or change the Class A Shares into other shares, the Conversion Rate shall be adjusted such that the holder of any Class B Shares thereafter shall be entitled to receive upon conversion of the Class B Shares, and shall accept, in lieu of the number of Class A Shares to which he was theretofore entitled upon such conversion, the kind and amount of shares and other securities or property which such holder would have been entitled to receive as a result of such reclassification or change, on the effective date thereof, he had been the registered holder of the number of Class A Shares to which he was theretofore entitled upon conversion of the Class B Shares. The subdivision or consolidation of the Class A Shares at any time outstanding into a greater or lesser number of Class A Shares shall be deemed not to be a reclassification of the capital of the Corporation for the purpose of this paragraph.

(c) Forthwith after any adjustment pursuant to subsection (b), the Corporation shall file with the Transfer Agent, if any, of the Corporation for the Class B Shares a certificate certifying as to the nature of such adjustment and, in reasonable detail, the event requiring and the manner of computing such adjustment. The Corporation shall also at such time give written notice to the registered holders of Class B Shares of the basis of conversion and the Conversion Rate following such adjustment.

(d) Upon conversion of any Class B Shares into Class A Shares, the Corporation shall make a payment to the holder of such Class B Shares of an amount equal to all dividends declared and unpaid on such Class B Shares at the date of conversion, but shall make no payment or adjustment on account of any dividends on the Class A Shares issuable upon such conversion.

(e) The Corporation shall not issue fractional Class A Shares in satisfaction of the conversion rights herein provided but in lieu thereof shall, in respect of any fractional interest resulting from the exercise of conversion rights, round up the number of Class A Shares issuable upon conversion to the next highest whole number of Class A Shares, provided each beneficial holder of Class B Shares shall only be entitled to one such rounding-up each time Class B Shares are converted.

(f) Until the close of business on October 2, 2009, the Corporation shall reserve and set aside out of its authorized and unissued Class A Shares a sufficient number of such Class A Shares to enable the conversion of all outstanding Class B Shares on the terms provided in this Section B.5 and Section B.6.

(g) Nothing contained in this Section B.5 or Section B.6 shall affect or restrict the right of its Corporation to increase the number of its Class A Shares or to issue additional Class A Shares from time to time. All Class A Shares issued upon any conversion of Class B Shares as hereinbefore provided shall be fully paid and non-assessable.

(h) If, in the opinion of the board of directors of the

Corporation, the provisions of this Section B.5 are not strictly applicable, or if strictly applicable would not fairly protect the rights of the holders of the Class B Shares in accordance with the intent and purposes hereof, the board of directors shall make any adjustment in such provisions as the board of directors deems appropriate having regard to the best interests of the holders of the Class B Shares.

(i) On any conversion of Class B Shares pursuant to the provisions of this Section B.5, the Corporation shall, not less than five (5) days prior to the day specified for conversion, mail to each person who at the date of mailing is a registered holder of Class B Shares to be converted, a notice in writing of the intention of the Corporation to convert such Class B Shares. Accidental failure or omission to give such notice to one or more of such holders shall not affect the validity of such conversion. Such notice shall set out the Current Market Price of the Class A Shares and the Conversion Rate on the effective date of the conversion and, in the case of partial conversion, the number of Class B Shares of such holder to be converted.

(j) Within three (3) business days following the effective date of conversion pursuant to the provisions of this Section B.5, the Corporation shall authorize and direct the registrar and Transfer Agent of the Class A Shares of the Corporation to issue certificates for the Class A Shares issuable upon conversion of the Class B Shares so called for conversion. Holders of the Class B Shares to be converted shall be entitled to receive certificates representing the Class A Shares issuable upon conversion upon presentation and surrender at the registered office of the Corporation or at the principal office of the registrar and Transfer Agent of the Class A Shares in the City of Calgary, or at such other place or places in Canada as may be specified in the notice of conversion, of the certificates held by them respectively representing the Class B Shares so called for conversion. Such Class B Shares so converted shall thereupon be restored to the status of authorized but unissued shares. If a part only of the Class B Shares represented by any certificate shall be converted, a new certificate for the balance of the Class B Shares shall, as soon as practicable, be issued at the expense of the Corporation. From and after the effective date of conversion of any Class B Shares, the holders thereof shall be deemed to be holders of Class A Shares and shall not be entitled to exercise any of the rights of holders of Class B Shares in respect of the Class B Shares converted unless the issue of certificates for Class A Shares shall not be made upon presentation and surrender of certificates for the Class B Shares to be converted in accordance with the foregoing provisions, in which case the rights of the holders of Class B Shares shall remain unaffected.

(k) The Corporation shall have the right at any time after mailing a notice of conversion of any Class B Shares as aforesaid to send by prepaid registered mail certificates representing the Class A Shares issuable upon conversion to the address of the holders of the Class B Shares so called for conversion as set forth in the register of the Corporation. The Class B Shares in respect of which such certificates shall have been mailed shall be deemed to have been converted and shall be restored to the status of authorized but unissued shares. The holders thereof shall have no further rights in respect thereof after the effective date of the conversion.

6. (a) If the Corporation fails to exercise the option to convert the Class B Shares into Class A Shares as set out in Section B.5 by the close of business on September 1, 2009, then the Class B Shares may be converted, at the option of the holder, at any time, and from time to time after September 2, 2009 and before October 2, 2009, into Class A Shares of the Corporation at the Conversion Rate.

(b) The conversion right for which provision is made in this Section B.6 may be exercised by notice in writing given to the Transfer Agent accompanied by the share certificate or certificates representing the Class B Shares in respect of which the holder desires to exercise such conversion privilege and such notice shall be signed by the holders of the Class B Shares in respect of which such right is being exercised or by his duly authorized representative and shall specify the number of Class B Shares which the holder desires to have converted. The holder shall also pay any governmental or other tax imposed on or in respect of such conversion; upon receipt of such notice and certificate or certificates, the Corporation shall, effective as of the date of such receipt, issue or cause to be issued a certificate or certificates representing fully paid Class A Shares upon the basis above prescribed to the holder of such Class B Shares. If less than all of the Class B Shares represented by any certificates are to be converted the holder shall be entitled to receive a new certificate representing the Class B Shares represented by the original certificate which are not to be converted.

7. In the event that any of the outstanding Class B Shares have not been converted pursuant to Sections B.5 or B.6 by the close of business on October 2, 2009, then all of the Class B Shares outstanding on October 2, 2009 shall be converted into Class A Shares of the Corporation effective as at October 2, 2009 and the provisions of Section B.5 shall apply.

C. Preferred Shares (Issuable in Series)

There shall be attached to the Preferred Shares, the following rights, privileges, restrictions and conditions, namely:

1. The directors of the Corporation may, 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 issuance thereof, be determined by the directors.

2. The directors of the Corporation may, by resolution (subject as hereinafter provided) 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 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 directors have filed an amendment to the Articles with the Registrar of Corporations, Province of Alberta, or such designated person in any other jurisdiction in which the Corporation may be continued.

3. 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 ratably in respect of accumulated dividends and return of capital.

4. The Preferred Shares shall be entitled to preference over the Class A Shares and the Class B Shares of the Corporation and any other shares of the Corporation 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 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, and may also be given such other preferences over the Class A Shares and the Class B Shares of the Corporation and any other shares of the Corporation ranking junior to the Preferred Shares as may be fixed by the resolution of the directors of the Corporation as to the respective series authorized to be issued.

5. The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary exclusive of any conversion rights that may affect the aforesaid.

6. No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation 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 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 Corporation ranking junior to the Preferred Shares nor shall the Corporation 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 Corporation ranking junior to the Preferred Shares unless all dividends up to and including the dividend payable, if any, for the last completed period for which such dividends 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 call for redemption, purchase, reduction or other payment.

7. Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Corporation out of capital pursuant to the provisions of the Business Corporations Act (Alberta), if the directors so provide in the resolution of the Board of Directors of the Corporation 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 such series as set forth in the said resolution of the Board of Directors and the amendment to the Articles of the Corporation relating to the issuance of such series.

8. 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 Corporation now or hereafter authorized.

9. No class of shares may be created or rights and privileges increased to rank in parity or priority with the rights and privileges of the Preferred Shares including, without limiting the generality of the foregoing, the rights of the Preferred Shares to receive dividends or to return of capital, without the approval of the holders of the Preferred Shares as required under the Business Corporations Act (Alberta).

SCHEDULE "B"

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 general meeting of the Corporation.