



Industry Canada

Industrie Canada

**Certificate
of Amalgamation****Canada Business
Corporations Act****Certificat
de fusion****Loi canadienne sur
les sociétés par actions**

Changfeng Energy Inc.

446460-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

January 29, 2008 / le 29 janvier 2008

Date of Amalgamation - Date de fusion



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Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

1 - Name of the Amalgamating Corporation
Changfeng Energy Inc. Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated
Province of Ontario La province ou le territoire au Canada où se situera le siège social

3 - The classes and only maximum number of shares that the corporation is authorized to issue
SCHEDULE A ANNEXED HERETO. Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers
NONE Restrictions sur le transfert des actions, s'il y a lieu

5 - Number for minimum and maximum number of directors
MINIMUM OF 3, MAXIMUM OF 15 Nombre (ou nombre minimal et maximal) d'administrateurs

6 - Restrictions, if any, on business the corporation may carry on
NONE Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any
SEE SCHEDULE B ANNEXED HERETO Autres dispositions, s'il y a lieu

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-dessous

- ☒ 183
☐ 184(1)
☐ 184(2)

9 - Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. N° de tél.
CHANGFENG ENERGY INC.	6563961		January	YANHUI LIU PRESIDENT	
MCBROOM RESOURCES INC.			January		

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4464605

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Autres dispositions, s'il y a lieu

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CHANGFENG ENERGY INC.	6563961		January	YAHUI LIU PRESIDENT	
MCBROOM RESOURCES INC.	690429-7		January	LONNIE KIRSH DIRECTOR	

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#446460-5

Schedule A

J - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et le nombre maximal d'actions que la société est autorisée à émettre

The Corporation shall be authorized to issue an unlimited number of Common Shares.

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

- (a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;
- (b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the Corporation; and
- (c) the holders of the Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to receive the remaining property of the Corporation in the event of 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

Schedule A

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The board of directors of the Corporation may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; and
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The board of directors of the Corporation may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board of directors all or any of the powers conferred on the board of directors above to such extent and in such manner as the board of directors shall determine at the time of each such delegation.

The board of directors of the Corporation shall be authorized and empowered to determine the number of directors within the minimum and maximum number and the number of directors to be elected at each annual meeting of shareholders of the Corporation. The directors shall be further empowered to appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

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111 RICHMOND, SUITE 520

No. 0424 P. 1



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Corporations Canada

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Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 265 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at www.corporationscanada.gc.ca or contact us at 613-941-5042 (Ottawa region), toll-free at 1-866-333-5555 or by email at corporationscanada@ic.gc.ca.

File documents online

(except for Articles of Amalgamation):

Corporations Canada Online Filing Centre:

www.corporationscanada.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0G8**

By Facsimile:

613-941-0999

1 Corporation name

Changfeng Energy Inc

2 Address of registered office (must be a street address; a P.O. Box is not acceptable)

2100 Scotia Plaza, 40 King Street West

NUMBER AND STREET NAME

Toronto

Ontario

M5H 3C2

CITY

PROVINCE/TERRITORY

POSTAL CODE

3 Mailing address (if different from the registered office)

SAME AS ABOVE ☒

ATTENTION OF

NUMBER AND STREET NAME

CITY

PROVINCE/TERRITORY

POSTAL CODE

4 Members of the board of directors

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (Must be a street address; a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes/No)
SEE SCHEDULE A ANNEXED HERETO			

5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE

Yahia Liu, President

PRINT NAME

TELEPHONE NUMBER

Notes: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 230(1) of the CBCA).

Canada

IC 2904 (2006/12)

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**SCHEDULE A TO FORM 2, INITIAL NOTICE
OF REGISTERED OFFICE AND DIRECTORS OF
CHANGFENG ENERGY INC.**

The first directors of the Corporation shall be the persons whose names and addresses are set out below:

Name	Resident Address	Canadian Resident (Yes/No)
Christopher J.F. Harrop	79 Chatsworth Drive, Toronto, ON M4R 1R8	YES
Yahui Liu	18 Renata Royalway, Toronto, ON M2H 1K9	YES
Jack Duffy	395 Northlake Drive, Waterloo, Ontario, N2V 1W8	YES
Wenchang Zhang	Room 1504, 1 st Building, Jia No. 8, Zhamen Bei, Beijing, PRC	NO
Dan Liu	Room 902, 4 th Unit, 1 st Building, Casqiaoxin Garden, Beijing, PRC	NO
Hui Cai	Room 1907, No. 4, 1 st Alley of Suihua, Haizhu District, Guangzhou City, PRC	NO
Huajun Lin	Room 904, 1 st Building, No. 52, Xingye Road, Xiangzhou Distric, Zhuhai City, Guangdong Province, PRC	NO