AMALGAMATION AGREEMENT AMENDING AGREEMENT

THIS AMALGAMATION AGREEMENT AMENDING AGREEMENT is dated as of the 3rd day of November, 2008.

BETWEEN:

> **CANELSON DRILLING INC.**, a body corporate incorporated under the laws of the Province of Alberta ("**CanElson**")
>
> \- and -
>
> **EMR DRILLING INC.**, a body corporate incorporated under the laws of the Province of Alberta ("**EMR**")

WHEREAS CanElson and EMR are parties to an Amalgamation Agreement dated as of the 7th day of October, 2008 (the "**Amalgamation Agreement**");

AND WHEREAS the parties wish to amend the Amalgamation Agreement to make certain amendments necessary to ensure that the Amalgamation Agreement accurately reflects the intentions of the parties with respect to certain matters set forth therein;

NOW THEREFORE THIS AGREEMENT WITNESSETH THAT in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the parties, the parties hereby agree as follows:

1.1 Capitalized terms used herein and not otherwise defined shall have the same meaning ascribed to such terms in the Amalgamation Agreement.

1.2 Section 2.7 of the Amalgamation Agreement is hereby deleted in its entirety and replaced with the following:

"2.7 **First Directors**. The number of first directors of Amalco shall be 7 (seven). The first directors of Amalco shall be:

Name	**Address**
Elson J. McDougald	Box 837 Drumheller, Alberta
Randy Hawkings	515, 808 – 4th Avenue S.W. Calgary, Alberta
Donald R. Seaman	2320, 300 – 5th Avenue S.W. Calgary, Alberta
Henry Lawrie	Suite 400, 407 – 8th Avenue S.W. Calgary, Alberta
Daniel G. Kolibar	1000, 400 – 3rd Avenue S.W. Calgary, Alberta
Elizabeth Logan	RR1, Box 52, Mile 293 Fort Nelson, British Columbia
Kent Jespersen	**[Home address redacted]**

The first directors shall hold office until the first annual meeting of the shareholders of Amalco following the Amalgamation, or until their successors are duly appointed or elected. The subsequent directors shall be elected each year thereafter as provided for in the ABCA and in the by-laws of Amalco. The management and operation of the business and affairs of Amalco shall be under the control of the board of directors as it is constituted from time to time."

1.3 All covenants and agreements contained in the Amalgamation Agreement shall continue in full force and effect, except as amended hereby, and the Amalgamation Agreement as amended is hereby confirmed and ratified.

1.4 This Agreement may be executed in counterparts and by facsimile, each of which shall be deemed an original, and all of which together constitute one and the same instrument.

IN WITNESS WHEREOF the Parties have executed this Agreement as of the date first above written.

CANELSON DRILLING INC.

Per: *"Elson McDougald"*
Elson McDougald

EMR DRILLING INC.

Per: *"Randy Hawkings"*
Randy Hawkings