

CORPORATE ACCESS NUMBER: 2021286485

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

POINT LOMA RESOURCES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2018/07/01.



This information is collected in accordance with the *Business Corporations Act*. It is required to collect an amalgamated Alberta corporation's articles for the purpose of issuing a certificate of amalgamation. Collection is authorized under s. 33(a) of the *Freedom of Information and Protection of Privacy Act*. Questions about the collection can be directed to Service Alberta Contact Centre staff at cr@gov.ab.ca or 780-427-7013 (toll-free 310-0000 within Alberta).

1. Name of Amalgamated Corporation

POINT LOMA RESOURCES LTD.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See attached Schedule A

3. Restrictions on share transfers (if any):

None

4. Number, or minimum and maximum number of directors that the corporation may have:

Minimum 1 - Maximum 11

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restrictions

None

6. Other rules or provisions (if any):

See attached Schedule B

7. Amalgamating Corporations

Name	Corporate AccessNumber
Point Loma Resources Ltd.	2020190241
Sanford Petroleum Ltd.	2015068139

8. Authorized Representative/Authorized Signing Authority for the Corporation

Terry Meek, P.Eng.

Last Name, First Name, Middle Name (optional) President and CEO Relationship to Corporation

Telephone Number(optional)

2018-07-01

Date of submission (yyyy-mm-dd)

FILED

July 1, 2018

McCarthy Tétrault LLP
Calgary, Alberta

Per:

C. Walk

SCHEDULE A

The Corporation is authorized to issue:

- (a) an unlimited number of Common Shares without nominal or par value; and
- (b) an unlimited number of New Common Shares without nominal or par value.

The rights, privileges, restrictions and conditions attached to each class of shares are set forth below.

PROVISIONS RELATING TO THE COMMON SHARES

The unlimited number of Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of Common Shares shall be entitled to notice of, to attend and to one vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Common Shares as such);
2. The holders of Common Shares shall be entitled to receive dividends as and when declared by Board of Directors of the Corporation on the Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends; and
3. The holders of Common Shares shall be entitled in the event of any 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 subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of the shares of any other class of shares of the Corporation ranking equally with the Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

PROVISIONS RELATING TO THE NEW COMMON SHARES

The unlimited number of New Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of New Common Shares shall be entitled to notice of, to attend and to one vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the New Common Shares as such);
2. The holders of New Common Shares shall be entitled to receive dividends as and when declared by Board of Directors of the Corporation on the New Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes of shares of the Corporation ranking in priority to the New Common Shares in respect of dividends;

3. The holders of New Common Shares shall be entitled in the event of any 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 subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the New Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of the shares of any other class of shares of the Corporation ranking equally with the New Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution; and

4. The New Common Shares shall rank *pari passu* with the Common Shares with respect to the payment of dividends and the distribution of assets in the event of the 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.

SCHEDULE B

- (a) The directors of the Corporation may, without authorization of the shareholders:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (iii) subject to the *Business Corporations Act* of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (b) The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.
- (c) 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.
- (d) Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal, Quebec; or Halifax, Nova Scotia.