Information Services Corporation

Articles of Amendment

The Business Corporations Act

1. Name of corporation:

   ROYAL HELIUM LTD.

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

   Pursuant to *The Business Corporations Act* (Saskatchewan), the issued and outstanding Class A shares in the capital stock of the Corporation are hereby consolidated on the basis of five (5) old Class A shares for one (1) new Class A share.

   In all other respects the authorized share capital of the Corporation remains unchanged.

   The annexed Schedule 1 is incorporated in this form.

3. Restrictions, if any, on share transfers:

   Nil

4. Authorized number of directors (minimum and maximum or fixed):

   Not less than 1 or more than 10 directors.

5. Restrictions, if any, on businesses the corporation may carry on or powers the corporation may exercise:

   Nil

6. Other provisions, if any:

   The annexed Schedule 2 is incorporated in this form.

SCHEDULE 1

AUTHORIZED CAPITAL

The Corporation is authorized to issue an unlimited number of shares without nominal or par value designated as voting, non-cumulative class A shares (hereinafter referred to as the "**Class A Shares**").

CLASS A SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Shares of the Corporation are as follows:

1. Discretionary Dividends

1.1 Subject to applicable law, the directors may at any time or from time to time declare non-cumulative dividends to the holders of the Class A Shares in such amounts as the directors of the Corporation at such time or times determine, out of moneys of the Corporation properly applicable to the payment of dividends. Dividends shall be paid in cash or cheque unless the holder of the Class A Shares agrees with the Corporation as to some other method or form of payment.

2. Liquidation, Dissolution or Winding-Up

2.1 The holders of Class A Shares shall fully participate in the distribution of property or assets of the Corporation among its shareholders in the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

3. Voting Rights

3.1 The holders of the Class A Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and at all such meetings shall be entitled to one vote in respect of each share held by such holder.

SCHEDULE 2

Other provisions:

(a) The Corporation has a lien on a share registered in the name of a shareholder or the shareholder's legal representative for any debt of that shareholder to the Corporation.

(b) Subject to *The Business Corporations Act* (Saskatchewan) the board of directors may, between annual general meetings of the shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders, provided that the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the shareholders of the Corporation.