

CORPORATE ACCESS NUMBER: 2020220147

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**SOURCE ENERGY SERVICES LTD.
WAS INCORPORATED IN ALBERTA ON 2017/02/07.**

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an accurate reproduction of data
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**Articles of Incorporation
For
SOURCE ENERGY SERVICES LTD.**

Share Structure: REFER TO "SHARE STRUCTURE" ATTACHMENT.

**Share Transfers
Restrictions:** NONE.

Number of Directors:

**Min Number of
Directors:** 3

**Max Number of
Directors:** 9

**Business Restricted
To:** THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT
THE CORPORATION MAY CARRY ON.

**Business Restricted
From:** THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT
THE CORPORATION MAY CARRY ON.

Other Provisions: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

**Registration Authorized By: PATRICK MCNALLY
SOLICITOR**

SHARE STRUCTURE
Attached to and Forming Part of
the Articles of Incorporation of
Source Energy Services Ltd.

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Class "B" Shares and an unlimited number of Preferred Shares, issuable in series.

COMMON SHARES AND CLASS "B" SHARES

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

1. Voting

1.1. Holders of Common Shares and Class "B" Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share and Class "B" Share shall entitle the holder thereof to one vote.

2. Dividends

2.1. Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

2.2. Holders of Class "B" Shares shall not be entitled to dividends.

3. Liquidation, Dissolution or Winding-Up

3.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, shall be entitled to share equally, share for share, in the remaining property of the Corporation.

3.2. In the event of a Distribution, holders of Class "B" Shares shall not be entitled to share in the remaining property of the Corporation.

4. Subdivision, Consolidation etc.

4.1. If the Common Shares are at any time subdivided, consolidated, converted, or exchanged for a greater or lesser number of shares of the same or another class, appropriate adjustment shall be made in the rights and conditions attached to the

Class "B" Shares so as to maintain and preserve the relative rights of the holders of the Class "B" Shares.

PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. **Issuance in Series**

1.1. The Preferred Shares may be issued in one or more series.

1.2. The Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

2. **Voting**

2.1. Holders of Preferred Shares shall not be entitled to receive notice of, attend or vote at any meetings of shareholders of the Corporation.

3. **Dividends**

3.1. Subject to the preferences accorded to any other shares of the Corporation ranking senior to the Preferred Shares from time to time with respect to the payment of dividends, holders of Preferred Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3.2. Holders of Preferred Shares shall be entitled to receive dividends on the Preferred Shares in preference to Common shares and exclusive of any other shares of the Corporation and in such amounts and at such times as the Board of Directors may determine.

4. **Liquidation, Dissolution or Winding-Up**

4.1. In the event of a Distribution, holders of Preferred Shares shall be entitled, subject to the preferences accorded to holders of any other shares of the Corporation ranking senior to the Preferred Shares from time to time with respect to payment on a Distribution to be paid the amount, if any, specified as being payable preferentially to the holders of Preferred Shares in the remaining property of the Corporation.

OTHER RULES OR PROVISIONS
Attached to and Forming Part of
the Articles of Incorporation of
Source Energy Services Ltd.

1. Without limiting the borrowing powers of the Corporation as set forth in the *Business Corporations Act* (Alberta), the directors of the Corporation may from time to time, without authorization of the shareholders,
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;
 - (c) subject to the *Business Corporations Act* (Alberta), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (d) 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.

Nothing in this clause limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. Subject to the *Business Corporations Act* (Alberta), 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 the additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
3. Shareholders meetings may be held anywhere inside or outside of Alberta that the directors determine by resolution from time to time.