

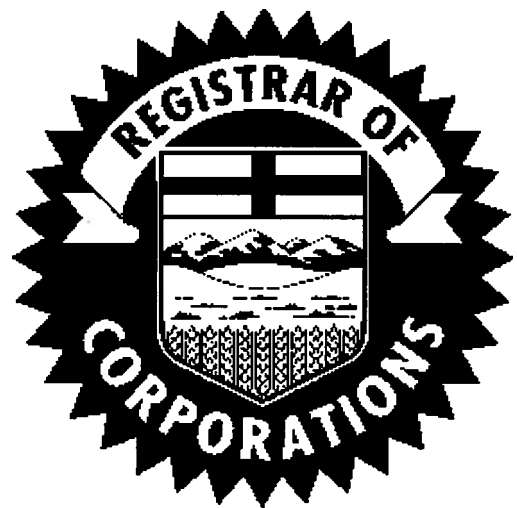
**CORPORATE ACCESS NUMBER: 2014447649**

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**ARSENAL ENERGY INC.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2009/01/01.**



**Articles of Amalgamation  
For  
ARSENAL ENERGY INC.**

**Share Structure:** SEE SCHEDULE "A" ATTACHED HERETO  
**Share Transfers Restrictions:** NONE  
**Number of Directors:**  
**Min Number of Directors:** 1  
**Max Number of Directors:** 15  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE SCHEDULE "B" ATTACHED HERETO

**Registration Authorized By: J. PAUL LAWRENCE  
OFFICER**

SCHEDULE "A"

attached to and forming part of  
Articles of Amalgamation of  
ARSENAL ENERGY INC. (the "Corporation")

SHARE STRUCTURE

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares.

A. Common Shares

The Common Shares shall have attached to them the rights, privileges, restrictions and conditions as hereinafter set forth.

- (i) Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation.
- (ii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors of the Corporation.
- (iii) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

B. Preferred Shares

The Preferred Shares shall have attached to them, as a class, the rights, privileges, restrictions and conditions as hereinafter set forth.

- (i) The Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions, and subject to the sending of articles of amendment in prescribed form and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time and before issue of a series of Preferred Shares, the number of shares which are to comprise that series and the designation, rights, privileges, restrictions and conditions to be attached to that series of Preferred Shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of

payment of dividends, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

- (ii) The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders or the purpose of winding up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given other preferences, not inconsistent with these articles, over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares of a series as may be fixed in accordance with clause (b)(i).
- (iii) If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

SCHEDULE "B"

attached to and forming part of  
Articles of Amalgamation of  
ARSENAL ENERGY INC. (the "Corporation")

OTHER RULES OR PROVISIONS

- (a) The directors may, between annual general meetings, appoint 1 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 meeting of the Corporation.
- (b) Meetings of shareholders of the Corporation shall be held in the City of Vancouver in the Province of British Columbia or anywhere in Alberta that the directors determine.

# Amalgamate Alberta Corporation - Registration Statement

**Alberta Registration Date: 2009/01/01**

**Corporate Access Number: 2014447649**

**Service Request Number:** 12519832  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** ARSENAL ENERGY INC.  
**French Equivalent Name:**  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## REGISTERED ADDRESS

**Street:** 1000, 400 THIRD AVENUE SW  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 4H2

## RECORDS ADDRESS

**Street:** 1000, 400 THIRD AVENUE SW  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 4H2

## ADDRESS FOR SERVICE BY MAIL

**Post Office Box:**  
**City:**  
**Province:**  
**Postal Code:**  
**Internet Mail ID:**

**Share Structure:** SEE SCHEDULE "A" ATTACHED HERETO  
**Share Transfers Restrictions:** NONE  
**Number of Directors:**  
**Min Number Of Directors:** 1  
**Max Number Of Directors:** 15

**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE SCHEDULE "B" ATTACHED HERETO

**Professional Endorsement Provided:**  
**Future Dating Required:**  
**Registration Date:** 2009/01/01

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**Director**

**Last Name:** HEWS  
**First Name:** WILLIAM  
**Middle Name:**  
**Street/Box Number:** 52 MIDPARK CRESCENT SE  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2X 1P2  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** STEWART  
**First Name:** CURTIS  
**Middle Name:** R.  
**Street/Box Number:** 54 SIENNA RIDGE LANDING SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3H 3T1  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** MACKAY  
**First Name:** NEIL  
**Middle Name:**  
**Street/Box Number:** 1500, 410 - 22 STREET EAST  
**City:** SASKATOON  
**Province:** SASKATCHEWAN  
**Postal Code:** S7K 5T6  
**Country:**  
**Resident Canadian:** Y

**Named On Stat Dec:**

**Last Name:** POWERS  
**First Name:** BILL  
**Middle Name:**  
**Street/Box Number:** 990 GROVE STREET, SUITE 504  
**City:** EVANSTON  
**Province:** ILLINOIS  
**Postal Code:** 60201  
**Country:**  
**Resident Canadian:**  
**Named On Stat Dec:**

**Last Name:** KEMPTHORNE  
**First Name:** HARLEY  
**Middle Name:**  
**Street/Box Number:** 3228 UPLANDS PLACE NW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2N 4H1  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** VAN WINKOOP  
**First Name:** TONY  
**Middle Name:**  
**Street/Box Number:** 32 STRATHRIDGE GARDENS SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3H 3S1  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:** Y

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**Amalgamating Corporation**

<b>Corporate Access Number</b>	<b>Legal Entity Name</b>
2012286544	ARSENAL ENERGY INC.
2014295949	GEOCAN ENERGY INC.

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Statutory Declaration	10000106102544311	2009/01/01
Share Structure	ELECTRONIC	2009/01/01
Other Rules or Provisions	ELECTRONIC	2009/01/01

**Registration Authorized By: J. PAUL LAWRENCE  
OFFICER**