

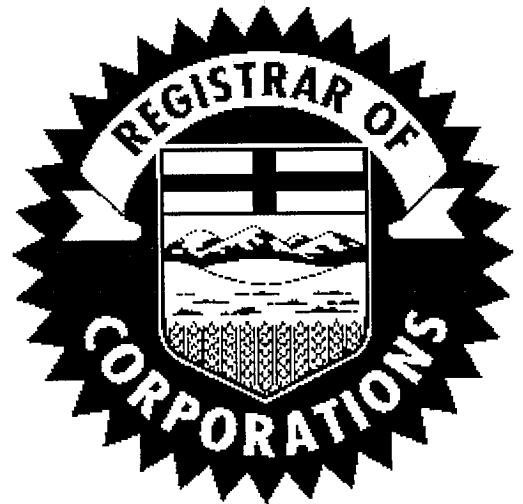
CORPORATE ACCESS NUMBER: 2015768829

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**CEQUENCE ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2011/01/01.**



**Articles of Amalgamation
For
CEQUENCE ENERGY LTD.**

Share Structure: REFER TO THE MOST RECENT "SHARE STRUCTURE" ATTACHMENT.

**Share Transfers
Restrictions:** NIL.

Number of Directors:

**Min Number of
Directors:** 2

**Max Number of
Directors:** 10

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 THE "OTHER RULES OR PROVISIONS" ATTACHMENT.

**Registration Authorized By: KIRK A. LITVENENKO
SOLICITOR**

SHARE STRUCTURE ATTACHED TO AND
FORMING PART OF THE ARTICLES OF
SEQUENCE ENERGY LTD. (the "Corporation")

THE CLASSES OF SHARE AND ANY
MAXIMUM NUMBER OF SHARES THAT THE
CORPORATION IS AUTHORIZED TO ISSUE
ARE:

1. An unlimited number of Common Shares which shall have the following rights, privileges, restrictions and conditions:

a) Voting Each Common Share shall entitle the holder thereof to one (1) vote at all meetings of the shareholder of the Corporation (except meeting at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Business Corporations Act (Alberta));

(b) Dividends Each Common Share shall entitle the holder thereof to receive dividends as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends; provided, however, that the Corporation shall not pay any dividends on the Common Shares or the Non-Voting Shares in the capital of the Corporation unless, at the same time and as the case may be, the Corporation declares and pays dividends on the Non-Voting Shares or Common Shares in a proportionate amount.

(c) Liquidation In the event of the liquidation, dissolution or wind-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purposes of winding up its affairs, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares ranking prior to the Common Shares and on a pari passu basis together with the holders of the Non-Voting Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation.

2. An unlimited number of Non-Voting Common Shares which shall have the following rights, privileges, restrictions and conditions:

(a) The holders of Non-Voting Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Non-Voting Common Shares as such) provided that, except as required by the Business Corporations Act (Alberta), the holders of the Non-Voting Common Shares shall not be entitled to vote at any meeting of the shareholders of the Corporation. The holders of the Non-Voting Common Shares shall be entitled to receive all informational documents and other communications:

(i) required to be sent to the holders of Common Shares by applicable law or by any stock exchange on which the shares of the Corporation are listed; and

(ii) voluntarily sent by the Corporation to the holders of Common Shares in connection with any meeting of shareholders.

b) The holders of Non-Voting Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation, such dividends as may be declared thereon by the Board of Directors from time to time, provided that no dividends may be declared in respect, distribution (including, without limitation, cash, securities or other property or assets of any kind whatsoever and whether as a return of capital or otherwise) made in respect, or any other benefit conferred upon the holders of, Common Shares unless concurrently therewith the same dividend is declared in respect, distribution made in respect, or the same benefit is conferred upon the holders, respectively, of Non-Voting Common Shares on a per share basis.

(c) The holders of Non-Voting Common Shares shall be entitled, in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs to share rateably, together with the holders of Common Shares and of shares of any other class of shares of the Corporation ranking equally with the Non-Voting Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

(d) Neither the Common Shares nor the Non-Voting Common Shares shall be subdivided, consolidated, reclassified or otherwise changed unless concurrently therewith, the shares of the other of such classes are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.

(e) The rights privileges, restrictions and conditions attaching to the Non-Voting Common Shares as a class may be added to, changed or removed but only with approval of the holders of Non-Voting Common Shares given as herein specified.

(f) The right, privileges, restrictions and conditions attached to the Non-Voting Common Shares as a class as provided herein and as may be provided from time to time may be repealed, altered, modified, amended or amplified or otherwise varied only with the sanction of the holders of the Non-Voting Common Shares given in such a matter as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least

two-thirds of the votes cast at a meeting of holders of Non-Voting Common Shares duly called for such purpose and held upon at least 21 days notice at which a quorum is present comprising at least two persons present holding or representing by proxy at least 20% percent of the outstanding Non-Voting Common Shares. If any such quorum is not present within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to a date being not less than 15 days later and at such time and place as may be appointed by the chairman and at such meeting a quorum will consist of that number of shareholders present in person or proxy. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those which may from time to time be prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every vote taken at every such meeting or adjourned meeting each holder of a Non-Voting Common Share shall be entitled to one vote in respect of each Non-Voting Common Share held.

OTHER RULES OR PROVISIONS ATTACHED
TO AND FORMING PART OF THE ARTICLES
OF CEQUENCE ENERGY LTD. (the
"Corporation")

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 one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2011/01/01

Corporate Access Number: 2015768829

Service Request Number: 15674770
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: CEQUENCE ENERGY LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 3700, 400 - 3RD AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4H2

RECORDS ADDRESS

Street: 3700, 400 - 3RD AVENUE S.W.
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: REFER TO THE MOST RECENT "SHARE STRUCTURE"
ATTACHMENT.

Share Transfers Restrictions: NIL.

Number of Directors:

Min Number Of Directors: 2

Max Number Of Directors: 10

THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE

Business Restricted To: 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 THE "OTHER RULES OR PROVISIONS" ATTACHMENT.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2011/01/01

Director

Last Name: ARCHIBALD
First Name: DONALD
Middle Name:
Street/Box Number: 937 CRESCENT ROAD N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2M 0A8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: BANNISTER
First Name: PETER
Middle Name:
Street/Box Number: 91 SCENIC PARK CRESCENT S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3L 1R9
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: COLBORNE
First Name: PAUL
Middle Name:
Street/Box Number: 64 ROBINSON ROAD
City: CALGARY
Province: ALBERTA
Postal Code: T3Z 3K6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CRONE
First Name: HOWARD
Middle Name:
Street/Box Number: 5623 LADBROOKE PLACE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3E 5Y3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MELE
First Name: FRANCESCO
Middle Name:
Street/Box Number: 200, 116 - 8TH AVENUE S.E.
City: CALGARY
Province: ALBERTA
Postal Code: T2G 0K6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: EVANS
First Name: ANDREW
Middle Name: LEE
Street/Box Number: 310, 39 AVE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2S 0W7
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: FELESKY
First Name: BRIAN
Middle Name: ARTHUR
Street/Box Number: 1030 HILLCREST AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2T 0Z2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: GRAY
First Name: JAMES
Middle Name: KENNETH
Street/Box Number: D1002, 500 EAU CLAIRE AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3R8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: COOK
First Name: ROBERT
Middle Name:
Street/Box Number: 61 ASPEN RIDGE WAY S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3H 5M2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: WANKLYN
First Name: ROBERT
Middle Name: PAUL
Street/Box Number: 1212 BEL-AIRE DRIVE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2V 2C2
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2015454859	CEQUENCE ENERGY LTD.
2015580711	CEQUENCE ACQUISITIONS LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000107104657555	2011/01/01
Other Rules or Provisions	ELECTRONIC	2011/01/01
Share Structure	ELECTRONIC	2011/01/01

Registration Authorized By: KIRK A. LITVENENKO
SOLICITOR