

CORPORATE ACCESS NUMBER: 2017924974

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**MARQUEE ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2014/01/01.**



BUSINESS CORPORATIONS ACT

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

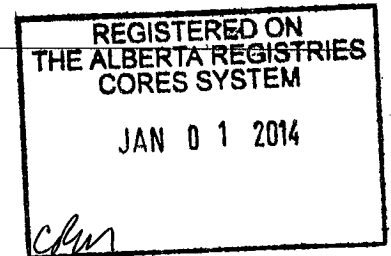
MARQUEE ENERGY LTD.

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

The attached Schedule of Share Capital is incorporated into and forms part of this form.

3. Restrictions on share transfers (if any):

None.



4. Number, or minimum and maximum number of directors:

Not less than 1 director and not more than 11 directors.

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other provisions (if any):

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

7. Name of Amalgamating Corporations	Corporate Access Number
Marquee Energy Ltd.	2016654564
1771538 Alberta Ltd.	2017715380

4. DATE	SIGNATURE	TITLE
January 1, 2014		DIRECTOR

SCHEDULE OF SHARE CAPITAL

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

1. An unlimited number of Common shares, the holders of which are entitled:
 - (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any of such classes of shares without being obliged to declare any dividends on the Common shares of the Corporation;
 - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation; and
 - (d) to the rights, privileges and restrictions normally attached to common shares;

2. An unlimited number of Preferred shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;
 - (b) 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 amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the voting and non-voting Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and

- (c) 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 OF OTHER 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 Montreal, in the Province of Quebec, the City of Toronto, in the Province of Ontario, the Cities of Vancouver, or Victoria in the Province of British Columbia, or anywhere in Alberta that the directors determine.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2014/01/01

Corporate Access Number: 2017924974

Service Request Number: 20735331

Alberta Corporation Type: Named Alberta Corporation

Legal Entity Name: MARQUEE 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: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 1
Max Number Of Directors: 11
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2014/01/01

Director

Last Name: ALEXANDER
First Name: RICHARD
Middle Name: M.
Street/Box Number: 12227 LAKE LOUISE WAY S.E.
City: CALGARY
Province: ALBERTA
Postal Code: T2J 2M2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CARLEY
First Name: GLENN
Middle Name: R.
Street/Box Number: 640, 910 - 7TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3N8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: FEUCHUK
First Name: DENNIS
Middle Name: G.
Street/Box Number: 1091 LAKE PLACID GREEN S.E.
City: CALGARY
Province: ALBERTA

Postal Code: T2J 2A1

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: THOMPSON

First Name: RICHARD

Middle Name: DAVID

Street/Box Number: 303 LYNX RIDGE ROAD N.W.

City: CALGARY

Province: ALBERTA

Postal Code: T3L 2M4

Country:

Resident Canadian: Y

Named On Stat Dec: Y

Last Name: RIDDELL

First Name: JAMES

Middle Name: H.T.

Street/Box Number: 4700, 888 - 3RD STREET S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 5C5

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: ROACH

First Name: WILLIAM

Middle Name: J.F.

Street/Box Number: 1000, 350 - 7TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 3N9

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: TURNBULL

First Name: GREGORY

Middle Name: G.

Street/Box Number: 1400, 700 - 2ND STREET S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4V5

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2016654564	MARQUEE ENERGY LTD.
2017715380	1771538 ALBERTA LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2014/01/01
Other Rules or Provisions	ELECTRONIC	2014/01/01
Statutory Declaration	10000100000040651	2014/01/01

Registration Authorized By: DONALD J.M. SULLIVAN
SOLICITOR