

CORPORATE ACCESS NUMBER: 2017178571

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**PROGRESS ENERGY RESOURCES CORP.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2012/12/12.**



ARTICLES OF AMALGAMATION

Business Corporations Act  
(Alberta)  
Section 185

<p>1. Name of Amalgamated Corporation:</p> <p>Progress Energy Resources Corp.</p>
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2. The classes of shares, and any maximum number of shares that the Corporation is authorized to issue:

See Schedule "A" attached hereto

3. Restriction on share transfers, if any:

None

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

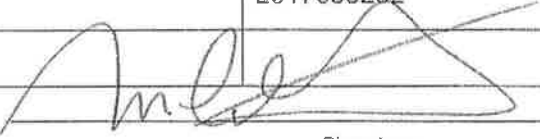
Minimum of three (3); Maximum of eleven (11)

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

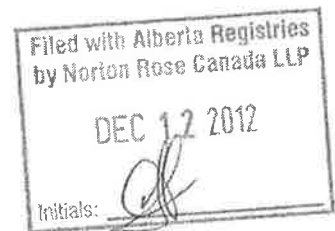
None

6. Other Provisions, if any:

See Schedule "C" attached hereto

7. Name of Amalgamating Corporations:	Corporate Access Number:
Progress Energy Resources Corp.	2017178191
1705528 Alberta Ltd.	2017055282
Michael R. Culbert	
Name of Person Authorizing (please print)	Signature
President and Chief Executive Officer	DECEMBER 12 2012
Title (please print)	Date

This information is being collected for purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Co-ordinator for Alberta Registries, Research and Program Support, 3<sup>rd</sup> Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.



#### Schedule "A"

The Corporation is authorized to issue an unlimited number of common shares (the "Common Shares") without nominal or par value.

The Common Shares shall consist of an unlimited number of shares and shall have attached thereto the following rights (i) to vote at any meeting; (ii) to receive any dividend declared by the Corporation; and (iii) to receive the remaining property of the Corporation upon dissolution.

#### SCHEDULE "C"

- (a) The directors of the corporation may, without authorization of the shareholders:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
  - (iii) 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
  - (iv) 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.
- (b) The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.
- (c) 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- (d) Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal Quebec; or Halifax, Nova Scotia.

**Articles of Amalgamation  
For  
PROGRESS ENERGY RESOURCES CORP.**

**Share Structure:** SEE SCHEDULE "A" ATTACHED HERETO  
**Share Transfers Restrictions:** NONE  
**Number of Directors:**  
**Min Number of Directors:** 3  
**Max Number of Directors:** 11  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE SCHEDULE "C" ATTACHED HERETO

**Registration Authorized By: ROBERT FROEHLICH  
SOLICITOR**

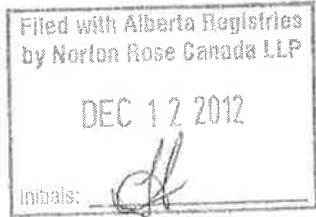
Schedule "A"

The Corporation is authorized to issue an unlimited number of common shares (the "Common Shares") without nominal or par value.

The Common Shares shall consist of an unlimited number of shares and shall have attached thereto the following rights (i) to vote at any meeting; (ii) to receive any dividend declared by the Corporation; and (iii) to receive the remaining property of the Corporation upon dissolution.

SCHEDULE "C"

- (a) The directors of the corporation may, without authorization of the shareholders:
- (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
  - (iii) 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
  - (iv) 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.
- (b) The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.
- (c) 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- (d) Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal Quebec; or Halifax, Nova Scotia.



**NOTICE OF DIRECTORS OR  
NOTICE OF CHANGE OF DIRECTORS**

**Business Corporations Act  
(Alberta)**  
Sections 106, 113 and 289

1. Name of Corporation: Progress Energy Resources Corp. 2. Alberta Corporate Access Number: 2017178191

3. The following person(s) were appointed Director(s) on: N/A  
year/month/day

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a Resident Canadian?

4. The following person(s) ceased to hold office as Director(s): N/A  
year/month/day

Name	Mailing Address (including postal code)

5. As of this date, the Director(s) of the Corporation are:

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a Resident Canadian?
Archibald, Donald, F.	1773 - 2 <sup>nd</sup> Avenue N.W., Calgary, Alberta T2N 0G3	Y
Brussa, John, A.	1400, 350 - 7 <sup>th</sup> Avenue S.W., Calgary, Alberta T2P 3N9	Y
Crone, Howard J.	5623 Ladbrooke Place S.W., Calgary, Alberta T3E 5Y3	Y
Culbert, Michael R.	1400, 440 - 2 <sup>nd</sup> Avenue S.W., Calgary, Alberta T2P 5E9	Y
Johnson, David, D.	1200, 205 - 5 <sup>th</sup> Avenue S.W., Calgary, AB T2P 2V7	Y
McLachlan, Brian	41098 Circle 5 Estates, Calgary, AB T3Z 2T5	Y
Perron, Gary E.	1600, 425 - 1 <sup>st</sup> Street S.W., Calgary, Alberta T2P 3L8	Y
Svarich, Terrance D.	52 Wildrose Drive, Calgary, Alberta T3Z 3J9	Y
Lawrence, R. Scott	23 Glenvale Blvd., Toronto, ON M4G 2V3	Y

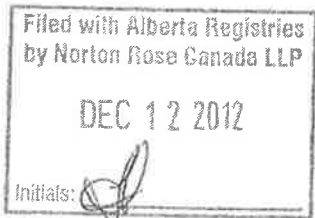
6. To be completed only by Alberta Corporations:  
Are at least one-quarter of the members of the board of directors resident Canadians? Yes  No

Michael R. Culbert 403 539 1820 DECEMBER 12, 2012  
Name of Person Authorizing (please print) Telephone Number (daytime) Date

[Signature] \_\_\_\_\_  
Signature President and Chief Executive Officer  
Title (please print)

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# NOTICE OF ADDRESS OR NOTICE OF CHANGE OF ADDRESS

Business Corporations Act  
(Alberta)  
Section 20

1. Name of Corporation: <b>PROGRESS ENERGY RESOURCES CORP.</b>	2. Corporate Access Number: <b>2017178191</b>
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3. Address of Registered Office (P.O. Box number can only be used by a Society):

Street	City/Town	Province	Postal Code
2400, 525-8 <sup>th</sup> Avenue S.W.	Calgary	Alberta	T2P 1G1

OR Legal Land Description

Section	Township	Range	Meridian

4. Records Address (P.O. Box number cannot be used)

Street	City/Town	Province	Postal Code
2400, 525-8 <sup>th</sup> Avenue S.W.	Calgary	Alberta	T2P 1G1

OR Legal Land Description

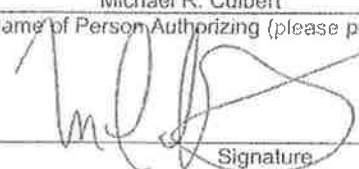
Section	Township	Range	Meridian

5. Address for Service by Mail (if different from Item 3)

NOTE: If this is a change, please read instructions carefully.

Post office Box Only	City/Town	Province	Postal Code

Michael R. Culbert  
Name of Person Authorizing (please print)      403 539 1820      DECEMBER 12, 2012  
Telephone Number (daytime)      Date

  
Signature      President and Chief Executive Officer  
Title (please print)

This information is being collected for purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Co-ordinator for Alberta Registries, Research and Program Support, 3<sup>rd</sup> Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.



STATUTORY DECLARATION

CANADA ) IN THE MATTER OF the Business
) Corporations Act (Alberta) AND IN THE
PROVINCE OF ALBERTA ) MATTER OF the Amalgamation of Progress
) Energy Resources Corp. and 1705528
TO WIT: ) Alberta Ltd. (the "Amalgamating
) Corporations")

I, Michael R. Culbert, of the City of Calgary, in the Province of Alberta, do solemnly declare that:

- 1. I am a proposed director of Progress Energy Resources Corp., the amalgamated corporation resulting from the amalgamation of the Amalgamating Corporations (hereinafter called the "Amalgamated Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. There are reasonable grounds for believing that:
(a) the Amalgamated Corporation will be able to pay its liabilities as they become due; and
(b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of )
Calgary, in the Province of Alberta, this 12 )
day of DECEMBER, 2012. )

Signature of Robert J. Froehlich
A Notary Public in and for the Province of )
Alberta )
Robert J. Froehlich
Barrister and Solicitor

Signature of Michael R. Culbert
Michael R. Culbert
Director

# Amalgamate Alberta Corporation - Registration Statement

**Alberta Registration Date: 2012/12/12**

**Corporate Access Number: 2017178571**

**Service Request Number:** 18960494  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** PROGRESS ENERGY RESOURCES CORP.  
**French Equivalent Name:**  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## REGISTERED ADDRESS

**Street:** 2400, 525 - 8TH AVENUE S.W.  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 1G1

## RECORDS ADDRESS

**Street:** 2400, 525 - 8TH AVENUE S.W.  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 1G1

## 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:** 3  
**Max Number Of Directors:** 11

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

Professional Endorsement Provided:  
Future Dating Required:  
Registration Date: 2012/12/12

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**Director**

Last Name: ARCHIBALD  
First Name: DONALD  
Middle Name: F.  
Street/Box Number: 1773 - 2ND AVENUE N.W.  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2N 0G3  
Country:  
Resident Canadian: Y  
Named On Stat Dec:

Last Name: JOHNSON  
First Name: DAVID  
Middle Name: D.  
Street/Box Number: 1200, 205 - 5TH AVENUE S.W.  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P 2V7  
Country:  
Resident Canadian: Y  
Named On Stat Dec:

Last Name: PERRON  
First Name: GARY  
Middle Name: E.  
Street/Box Number: 1600, 425 - 1ST STREET S.W.  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P 3L8  
Country:  
Resident Canadian: Y

**Named On Stat Dec:**

Last Name: CRONE  
First Name: HOWARD  
Middle Name: J.  
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: CULBERT  
First Name: MICHAEL  
Middle Name: R.  
Street/Box Number: 1400, 440 - 2ND AVENUE S.W.  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P 5E9  
Country:  
Resident Canadian: Y  
Named On Stat Dec: Y

Last Name: LAWRENCE  
First Name: R.  
Middle Name: SCOTT  
Street/Box Number: 23 GLENVALE BLVD.  
City: TORONTO  
Province: ONTARIO  
Postal Code: M4G 2V3  
Country:  
Resident Canadian: Y  
Named On Stat Dec:

Last Name: MCLACHLAN  
First Name: BRIAN  
Middle Name:  
Street/Box Number: 41098 CIRCLE 5 ESTATES  
City: CALGARY  
Province: ALBERTA  
Postal Code: T3Z 2T5

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: SVARICH

First Name: TERRANCE

Middle Name: D.

Street/Box Number: 52 WILDROSE DRIVE

City: CALGARY

Province: ALBERTA

Postal Code: T3Z 3J9

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: BRUSSA

First Name: JOHN

Middle Name: A.

Street/Box Number: 1400, 350 - 7TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 3N9

Country:

Resident Canadian: Y

Named On Stat Dec:

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### Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2017055282	1705528 ALBERTA LTD.
2017178191	PROGRESS ENERGY RESOURCES CORP.

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### Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2012/12/12
Statutory Declaration	10000407106662713	2012/12/12
Other Rules or Provisions	ELECTRONIC	2012/12/12

**Registration Authorized By: ROBERT FROELICH**  
SOLICITOR