

CORPORATE ACCESS NUMBER: 2017192671

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**PROGRESS ENERGY RESOURCES CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2012/12/19.**



Alberta

MUNICIPAL AFFAIRS
Registries

Articles of Amalgamation

1. NAME OF AMALGAMATED CORPORATION PROGRESS ENERGY RESOURCES CORP.	2. CORPORATE ACCESS NUMBER
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3. THE CLASSES OF SHARES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The Corporation is authorized to issue an unlimited number of Common Shares.

4. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

No shares of the Corporation shall be transferred to any person without the approval of the board of directors by resolution.

5. NUMBER, OR MINIMUM AND MAXIMUM NUMBER OF DIRECTORS:

Minimum 4 - Maximum 8


6. Restrictions if any on business the corporation may carry on

None

7. OTHER PROVISIONS (IF ANY):

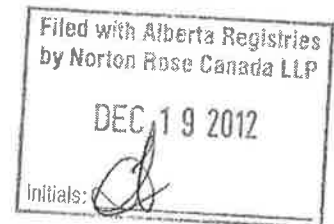
The attached Schedule is incorporated into and forms part of the Articles of the Corporation.

8. NAME OF AMALGAMATING CORPORATIONS PETRONAS Carigali Canada Ltd. Progress Energy Resources Corp.	CORPORATE ACCESS NUMBER 2016211308 201708571
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9. DATE DECEMBER 19, 2012	SIGNATURE 	TITLE Director
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FOR DEPARTMENTAL USE ONLY

FILED



THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
PROGRESS ENERGY RESOURCES CORP. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

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.

No securities of the Corporation, other than non-convertible debt securities, shall be transferred to any person without the approval of the Board of Directors by resolution.

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

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON SHARES.

Share Transfers Restrictions: NO SHARES OF THE CORPORATION SHALL BE TRANSFERRED TO ANY PERSON WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS BY RESOLUTION.

Number of Directors:

Min Number of Directors: 4

Max Number of Directors: 8

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

**Registration Authorized By: ROBERT J. FROEHLICH
SOLICITOR**

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
PROGRESS ENERGY RESOURCES CORP. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

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STATUTORY DECLARATION

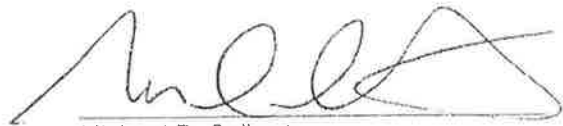
CANADA)	IN THE MATTER of the <i>Business Corporations Act</i>
)	(Alberta), and IN THE MATTER of the amalgamation
)	of PETRONAS Carigali Canada Ltd. and Progress
)	Energy Resources Corp. (the "Amalgamating Corporations")
)	as a Corporation to be known as Progress Energy
)	Resources Corp. (the "Amalgamated Corporation")
TO WIT:)	

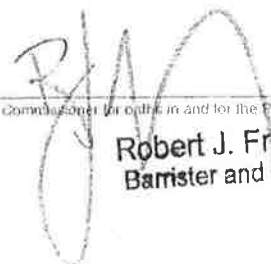
I, Michael R. Culbert, of the City of Calgary, in the Province of Alberta, businessman, do solemnly declare that:

1. I am a proposed director of the Amalgamated Corporation and as such have personal knowledge of the matters herein declared to.
2. I have conducted, or caused to be conducted, such examinations of the books and records of the Amalgamating Corporations and have made such enquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) 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 11 day of December, 2012.


 Michael R. Culbert


 A Commissioner for Oaths in and for the Province of Alberta
Robert J. Froehlich
 Barrister and Solicitor

Filed with Alberta Registries
by Norton Rose Canada LLP

DEC 19 2012

Initials: 

Notice Of Directors Or Notice Of Change Of Directors

Business Corporations Act
Sections 106, 113 and 289

1. Name of Corporation

2. Alberta Corporate Access Number

PROGRESS ENERGY RESOURCES CORP.

3. The following persons were appointed Director(s) on _____:

year / month / day

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a resident Canadian? Yes No

4. The following persons ceased to hold office as Director(s) on _____:

year / month / day

Name of Director (Last, First, Second)	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? Yes No
Yusof, Mohd Azam Bin	Tower 1, PETRONAS Twin Towers, Kuala Lumpur, Malaysia KLCC 50088	No
Hin, Dato Wee Yaw	Tower 1, PETRONAS Twin Towers, Kuala Lumpur, Malaysia KLCC 50088	No
Taib, Datuk Mohd Anuar	Tower 1, PETRONAS Twin Towers, Kuala Lumpur, Malaysia KLCC 50088	No
Culbert, Michael R.	1200, 205 - 5th Avenue SW, Calgary, AB T2P 2V7	Yes
MacNichol, Art A.	1200, 205 - 5th Avenue SW, Calgary, AB T2P 2V7	Yes

6. To be completed only by Alberta Corporations:

Are at least 1/4 of the members of the Board of Directors Resident Canadians? Yes No


Authorized Signature

MICHAEL R. CULBERT
Name of Person Authorizing (please print)

DECEMBER 19, 2012
Date

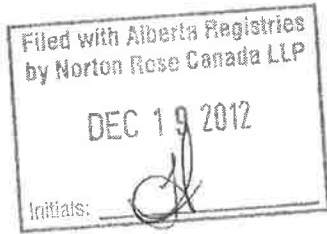
403 539 1820
Telephone Number (daytime)

N/A
Identification
(not applicable for non-profit companies)

DIRECTOR
Title (please print)

This information is being collected for the 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 Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013. REG 3017 (2005/08)

I understand that the personal information on this form is being collected for the purpose of providing such information to Alberta Registries as required by the Business Corporations Act (Alberta) and for the general use and management of services provided by Norton Rose Canada LLP. The personal information will not be disclosed to any other third party, without further consent. By signing this Notice I am consenting to the collection, use and disclosure of this information by Norton Rose Canada LLP for the purposes stated.



Notice Of Address Notice Of Change Of Address

Business Corporations Act
Section 20

1. Name of Corporation

2. Corporate Access Number

PROGRESS ENERGY RESOURCES CORP.

3. Address of Registered Office (P.O. Box number can only be used by a Society)

Street	City / Town	Province	Postal Code
400 3rd Avenue SW, Suite 3700	Calgary	AB	T2P 4H2

OR

Legal Land Description	Section Meridian	Township	Range	Meridian

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

Street	City / Town	Province	Postal Code
400 3rd Avenue SW, Suite 3700	Calgary	AB	T2P 4H2

OR

Legal Land Description	Section Meridian	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. COLBERT
Name of Person Authorizing (please print)

DECEMBER 19, 2012
Date

403 539 1820
Telephone Number (daytime)

N/A
Identification
(not applicable for societies and non-profit companies)

DIRECTOR
Title (please print)

I understand that the personal information on this form is being collected for the purpose of providing such information to Alberta Registries as required by the *Business Corporations Act* (Alberta) and for the general use and management of services provided by Norton Rose LLP. The personal information will not be disclosed to any other third party.

REG 3016 (2003/05)

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2012/12/19

Corporate Access Number: 2017192671

Service Request Number: 18993005
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: 400 3RD AVENUE SW, SUITE 3700
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4H2

RECORDS ADDRESS

Street: 400 3RD AVENUE SW, SUITE 3700
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 CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON SHARES.

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Max Number Of Directors: 8

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Business Restricted From: NONE

Other Provisions: THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2012/12/19

Director

Last Name: YUSOF
First Name: MOHD AZAM BIN
Middle Name:
Street/Box Number: TOWER 1, PETRONAS TWIN TOWERS
City: KUALA LUMPUR
Province:
Postal Code: KLCC 50088
Country: MALAYSIA
Resident Canadian:
Named On Stat Dec:

Last Name: MACNICHOL
First Name: ART
Middle Name: A.
Street/Box Number: 1200, 205 - 5TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2V7
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: HIN
First Name: DATO WEE YIAW
Middle Name:
Street/Box Number: TOWER 1, PETRONAS TWIN TOWERS
City: KUALA LUMPUR
Province:
Postal Code: KLCC 50088
Country: MALAYSIA
Resident Canadian:
Named On Stat Dec:

Last Name: CULBERT
First Name: MICHAEL
Middle Name: R.
Street/Box Number: 1200, 205 - 5TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2V7
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: TAIB
First Name: DATUK MOHD ANUAR
Middle Name:
Street/Box Number: TOWER 1, PETRONAS TWIN TOWERS
City: KUALA LUMPUR
Province:
Postal Code: KLCC 50088
Country: MALAYSIA
Resident Canadian:
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2016211308	PETRONAS CARIGALI CANADA LTD.
2017178571	PROGRESS ENERGY RESOURCES CORP.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2012/12/19
Statutory Declaration	10000507106662717	2012/12/19

Registration Authorized By: ROBERT J. FROEHLICH
SOLICITOR