

CORPORATE ACCESS NUMBER: 2017178191

**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

1. Name of Amalgamated Corporation:

Progress Energy Resources Corp.

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

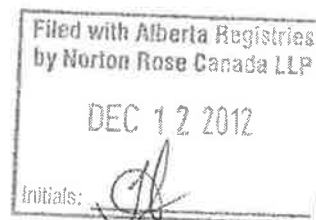
6. Other Provisions, if any:

See Schedule "C" attached hereto

7. Name of Amalgamating Corporations:	Corporate Access Number:
Progress Energy Resources Corp.	2014473017
Progress Energy Ltd.	2014473348

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, 3rd 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.



STATUTORY DECLARATION

CANADA) IN THE MATTER OF the Business
PROVINCE OF ALBERTA) Corporations Act (Alberta) AND IN THE
TO WIT:) MATTER OF the Amalgamation of Progress
Energy Resources Corp. and Progress
Energy 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 11)
day of DECEMBER, 2012.)

A Notary Public in and for the Province of)
Alberta)

Robert J. Froehlich
Barrister and Solicitor

Michael R. Culbert
Director

Filed with Alberta Registries
by Norton Rose Canada LLP
DEC 12 2012
Initials: *MR*

**NOTICE OF ADDRESS OR
NOTICE OF CHANGE OF ADDRESS**

Business Corporations Act
(Alberta)
Section 20

1. Name of Corporation: PROGRESS ENERGY RESOURCES CORP.	2. Corporate Access Number:
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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 th 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 th 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

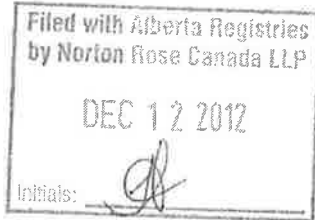
Michael R. Culbert
Name of Person Authorizing (please print)

Michael R. Culbert
Signature

403 539 1820
Telephone Number (daytime)

DECEMBER 12, 2012
Date

President and Chief Executive Officer
Title (please print)



**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: _____

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 nd Avenue N.W., Calgary, Alberta T2N 0G3	Y
Brussa, John, A.	1400, 350 - 7 th 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 nd Avenue S.W., Calgary, Alberta T2P 5E9	Y
Johnson, David, D.	1200, 205 - 5 th 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 st 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

Michael R. Culbert _____
Signature President and Chief Executive Officer

_____ Title (please print)

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Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2012/12/12

Corporate Access Number: 2017178191

Service Request Number: 18959535
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

Director

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: 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: 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: 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: 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: 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: 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: 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:

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

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2014473017	PROGRESS ENERGY RESOURCES CORP.
2014473348	PROGRESS ENERGY LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000607106662712	2012/12/12
Other Rules or Provisions	ELECTRONIC	2012/12/12
Share Structure	ELECTRONIC	2012/12/12

Registration Authorized By: ROBERT FROELICH
SOLICITOR