

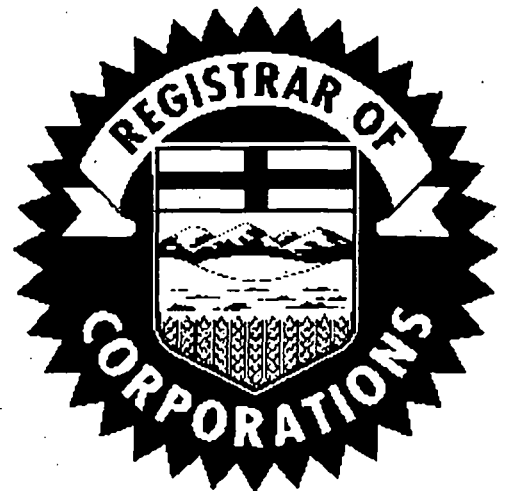
CORPORATE ACCESS NUMBER: 2018690434

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**SURGE ENERGY INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2014/12/31.**



**Articles of Amalgamation
For
SURGE ENERGY INC.**

Share Structure: SEE SCHEDULE RE AUTHORIZED SHARE STRUCTURE
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 9
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE RE OTHER PROVISIONS

**Registration Authorized By: MICHAEL BENNETT
OFFICER**

SURGE ENERGY INC.
AUTHORIZED SHARE STRUCTURE

1. The Corporation is authorized to issue:

(a) an unlimited number of Common Shares, which shares shall carry and be subject to the following rights, privileges, restrictions and conditions:

(i) to receive notice of and to vote at every meeting of the Shareholders of the Corporation;

(ii) to receive such dividends as the Directors may, from time to time, by resolution declare for the benefit of the Common Shares;

(iii) to share equally in the assets of the Corporation remaining upon the liquidation or winding up of the Corporation with the holders of the Preferred Shares on a share for share basis after the creditors of the Corporation have been satisfied

(b) an unlimited number of Preferred Shares which, as a class, have attached thereto the following rights, terms and conditions:

(i) 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, the dates of payment thereof, the terms and conditions of redemption, retraction, purchase and, conversion, if any and any sinking fund or any other provisions;

(ii) the Preferred Shares of each series shall be entitled to a priority over the Common Shares of the Corporation with respect to the payment of dividends. The Preferred Shares shall share equally in the assets of the Corporation remaining upon the liquidation or winding-up of the Corporation with the holders of the Common Shares on a share for share basis, after the creditors of the Corporation have been satisfied. 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 shares of the Corporation ranking by their terms junior to such Preferred Shares as may be fixed in accordance with clause (i) hereof; and

(iii) 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 ratably in respect of accumulated dividends and return of capital.

SURGE ENERGY INC.
SCHEDULE RE OTHER PROVISIONS

1. Without in any way limited the borrowing powers of the Corporation or of the Directors as set out in the Business Corporations Act and in the by-laws (as amended from time to time), the Directors of the Corporation may from time to time:

(a) borrow money upon the credit of the Corporation;

(b) issue, reissue, sell or pledge securities, bonds, debentures, notes or other evidence of indebtedness of or guarantee by the Corporation, whether secured or unsecured;

(c) charge, mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property of any nature present or future (including, without limitation, the undertaking and rights) of the Corporation, by way of charge, mortgage, hypothec, pledge or otherwise in order to secure any securities, bonds, debentures, notes or other evidence of indebtedness of or guarantee by the Corporation, or money borrowed by or other debt or liability of the Corporation.

Nothing in this Section limits or restricts the borrowing of money by the Corporation on Bills of Exchange or Promissory Notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

The Board may from time to time delegate to such one or more of the Directors or Officers of the Corporation as may be designated by the Board of Directors all or any of the powers conferred on the Board by the foregoing or by the Business Corporations Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

2. The Corporation is entitled to a lien on shares registered in the name of a shareholder for a debt to the Corporation.

3. 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) the number of Directors who held office at the expiration of the last annual meeting of the Corporation.

4. The by-laws of the former Surge Energy Inc. shall, mutatis mutandis, be the by-laws of the Corporation, such by-laws from and after the effective date hereof to be supplemented, amended or repealed in accordance with the provisions of the Business Corporations Act (Alberta) relating to the making, amending and repealing of by-laws.