

CORPORATE ACCESS NUMBER: 2023853217

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**SURGE ENERGY INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2021/11/01.**



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

Share Structure: SEE SCHEDULE RE AUTHORIZED SHARES
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: PAUL COLBORNE
DIRECTOR

Schedule re AUTHORIZED SHARES

ARTICLES OF AMALGAMATION OF

SURGE ENERGY INC.

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 rateably in respect of accumulated dividends and return of capital.

Schedule re OTHER PROVISIONS

ARTICLES OF AMALGAMATION OF

SURGE ENERGY INC.

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."

**In the Matter of the
Business Corporations Act (Alberta)**

and

**In the Matter of Articles of Amalgamation
Filed Pursuant to Section 185 of the Said Act
In the Name**

SURGE ENERGY INC.


STATUTORY DECLARATION


I, Paul Colborne, of the City of Calgary in the Province of Alberta, refer to the proposed amalgamation of 2385316 Alberta Ltd. and Surge Energy Inc. in the name Surge Energy Inc. (the "**Amalgamated Corporation**") and DO SOLEMNLY DECLARE that:

1. I am a proposed director of the Amalgamated Corporation and have personal knowledge of the matters herein deposed to.
2. I am satisfied that as of the date hereof there are reasonable grounds for believing that:
 - (a) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (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; and
 - (c) no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it 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
October 27, 2021.


A Commissioner for taking Affidavits for
Alberta


Paul Colborne

**Karsten C. Carriere
Student-at-Law**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2021/11/01

Corporate Access Number: 2023853217

Business Number:

Service Request Number: 36437404
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SURGE ENERGY INC.
Business Number:
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 4000-421 7 AVE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4K9

RECORDS ADDRESS

Street: 4000-421 7 AVE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4K9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Email Address: CAL-ANNUAL-DOCS@MCCARTHY.CA
Share Structure: SEE SCHEDULE RE AUTHORIZED SHARES
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

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2021/11/01

Agent for Service

Agent for Service Type: Primary

Last Name: BENNETT

First Name: MICHAEL

Middle Name:

Firm Name: MCCARTHY TETRAULT LLP

Street: 4000-421 7 AVE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P4K9

Email Address: CAL-ANNUAL-DOCS@MCCARTHY.CA

Director

Last Name: COLBORNE

First Name: PAUL

Middle Name:

Street/Box Number: 64 ROBINSON ROAD

City: CALGARY

Province: ALBERTA

Postal Code: T3Z3K6

Country:

Named On Stat Dec: Y

Last Name: MAHER

First Name: ALLISON

Middle Name:

Street/Box Number: 3719 58 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T3E5H8

Country:

Named On Stat Dec:

Last Name: BURNYEAT

First Name: MARION

Middle Name: L.

Street/Box Number: 11 WESTRIDGE CR. SW

City: CALGARY
Province: ALBERTA
Postal Code: T3H5C9
Country:
Named On Stat Dec:

Last Name: GILBERT
First Name: DARYL
Middle Name: H.
Street/Box Number: 323 HERITAGE PLACE SW
City: CALGARY
Province: ALBERTA
Postal Code: T3Z3P3
Country:
Named On Stat Dec:

Last Name: PASIEKA
First Name: JAMES
Middle Name: M.
Street/Box Number: 3606 ELBOW DR. SW
City: CALGARY
Province: ALBERTA
Postal Code: T2S2J7
Country:
Named On Stat Dec:

Last Name: LEACH
First Name: ROBERT
Middle Name: A.
Street/Box Number: 9820 THOMPSON PEAK PKWY, LOT 729
City: SCOTTSDALE
Province: ARIZONA
Postal Code: 85255
Country:
Named On Stat Dec:

Last Name: O'NEIL
First Name: P.
Middle Name: DANIEL
Street/Box Number: 2327, 1010 ARBOR LAKE ROAD NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G4Y8
Country:
Named On Stat Dec:

Last Name: SMITH
First Name: MURRAY
Middle Name:
Street/Box Number: 1111 VARSITY ESTATES DRIVE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3B3B1
Country:
Named On Stat Dec:

Last Name: GRAMATKE
First Name: MICHELLE
Middle Name:
Street/Box Number: 608 47 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2S1C6
Country:
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Business Number	Legal Entity Name
2023687557	894355429	SURGE ENERGY INC.
2023853167	768144800	2385316 ALBERTA LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000007132645064	2021/11/01
Other Rules or Provisions	ELECTRONIC	2021/11/01
Share Structure	ELECTRONIC	2021/11/01

Registration Authorized By: PAUL COLBORNE
 DIRECTOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.