

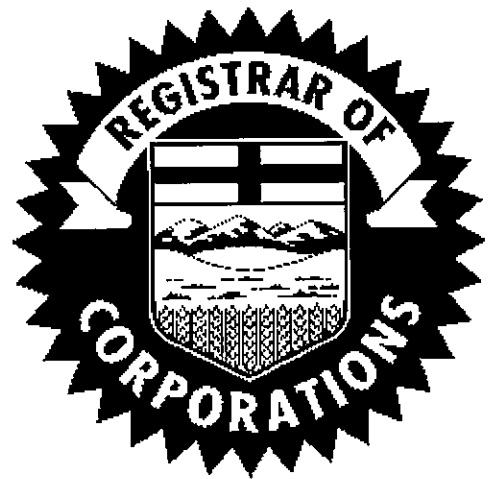
**CORPORATE ACCESS NUMBER: 2016972164**

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**TWIN BUTTE ENERGY LTD.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2012/08/29.**



# **Amalgamate Alberta Corporation - Registration Statement**

**Alberta Registration Date: 2012/08/29**

**Corporate Access Number: 2016972016**

**Service Request Number:** 18462141  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** TWIN BUTTE HOLDINGS LTD.  
**French Equivalent Name:**  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## **REGISTERED ADDRESS**

**Street:** SUITE 410, 396 - 11TH AVENUE SW  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2R 0C5

## **RECORDS ADDRESS**

**Street:** SUITE 410, 396 - 11TH AVENUE SW  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2R 0C5

## **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:** SEE SCHEDULE "B" ATTACHED HERETO  
**Number of Directors:**  
**Min Number Of Directors:** 1  
**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:** 2012/08/29

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**Director**

**Last Name:** SAUNDERS  
**First Name:** JAMES  
**Middle Name:**  
**Street/Box Number:** SUITE 410, 396 - 11TH AVENUE SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2R 0C5  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** STEELE  
**First Name:** R.  
**Middle Name:** ALAN  
**Street/Box Number:** SUITE 410, 396 - 11TH AVENUE SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2R 0C5  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

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**Amalgamating Corporation**

<b>Corporate Access Number</b>	<b>Legal Entity Name</b>
2011984594	AVALON EXPLORATION LTD.
2016921708	TWIN BUTTE HOLDINGS LTD.

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Articles/Plan of Arrangement/Court Order	10000307106492090	2012/08/29
Restrictions on Share Transfers	ELECTRONIC	2012/08/29
Other Rules or Provisions	ELECTRONIC	2012/08/29
Share Structure	ELECTRONIC	2012/08/29

**Registration Authorized By: FREDERICK D. DAVIDSON**  
SOLICITOR

## SCHEDULE "A"

The Corporation is authorized to issue an unlimited number of voting common Shares (the "Common Shares") and an unlimited number of preferred shares, issuable in series (the "Preferred Shares"). The Common Shares and Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

### 1. Common Shares

#### (a) Dividends:

The holders of Common Shares shall be entitled to receive dividends, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, in such amounts and payable at such times and at such place or places in Canada as the board of directors may, from time to time, determine subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends.

#### (b) Participation Upon Liquidation, Dissolution or Winding Up:

The holders of Common Shares shall be entitled, in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of return of capital on dissolution and of shares of any other class of shares of the Corporation ranking equally with the Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

#### (c) Voting Rights:

The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Common Shares as such) and to one vote in respect of each Common Share held at all such meetings.

#### (d) Special Rights:

The holders of not less than 4% of the issued and outstanding Common Shares may requisition the directors of the Corporation to call a meeting of the shareholders of the Corporation for the purposes stated in the requisition. The requisition, which may consist of several documents of like form each signed by one or more shareholders, shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Corporation. On receiving the requisition, the directors shall call a meeting of shareholders to transact the business stated in the requisition unless, (i)

the record date has been fixed under section 133(2) of the Business Corporations Act (Alberta) (the "Act") and notice of the record date has been given under section 133(4) of the Act, or (ii) the directors have called a meeting of shareholders and have given notice of the meeting under section 134 of the Act, or (iii) the business of the meeting as stated in the requisition includes matters described in sections 136(5)(b) to (e) of the Act. Should the directors of the Corporation not call such meeting within 21 days after receiving such requisition a shareholder who made such requisition may call the meeting as nearly as possible in the manner in which such meetings are to be called under the Act and the by-laws of the Corporation. Unless the shareholders otherwise resolve at a meeting called under this provision, the Corporation shall reimburse the shareholders the expenses reasonably incurred by them in requisitioning, calling and holding the meeting.

## 2. Preferred Shares

### (a) Series:

The Preferred Shares may at any time or from time to time be issued in one or more series. Subject to the provisions hereof and of the Act, the directors of the Corporation may from time to time fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of Preferred Shares.

### (b) Ranking:

The holders of Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, be entitled to preference over the Common Shares and over any other shares of the Corporation ranking by their terms junior to the Preferred Shares of any series and the Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles or the Act, over the Common Shares and any other class of shares of the Corporation ranking junior to such Preferred Shares as may be fixed by the directors in accordance with the above paragraph.

### (c) Idem:

If any cumulative dividends or other amounts payable on the return of capital in respect of any 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 "C"

a. The number of shareholders of the Corporation, exclusive of  
i. persons who are in its employment or that of an affiliate,  
and;

ii. persons who, having been formerly in its employment or that  
of an affiliate, were, while in that employment, shareholders of  
the Corporation and have continued to be shareholders of that  
Corporation after termination of that employment,

is limited to not more than 50 persons, 2 or more persons who are  
the joint registered owners of 1 or more shares being counted as  
1 shareholder.

b. Any invitation to the public to subscribe for the securities  
of the Corporation is prohibited.

c. 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 of 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.

d. The directors may, by resolution, delegate the powers  
referred to in subsection (c) hereof to a director, a committee  
of directors or an officer.

e. 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.

f. 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.

# **CERTIFICATE OF STATUS**

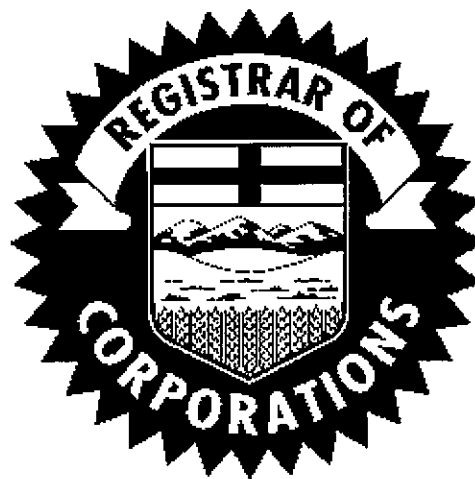
Form 32

I CERTIFY THAT ACCORDING TO THE OFFICIAL RECORDS OF THE CORPORATE  
REGISTRY

TWIN BUTTE ENERGY LTD.  
FORMED BY AMALGAMATION IN ALBERTA ON 2012/08/29  
IS AS OF THIS DATE A VALID AND SUBSISTING CORPORATION.

GIVEN UNDER MY SEAL OF OFFICE IN THE PROVINCE OF ALBERTA.

DATED: 2012/08/29





**Articles of Amalgamation  
For  
TWIN BUTTE HOLDINGS LTD.**

**Share Structure:** SEE SCHEDULE "A" ATTACHED HERETO  
**Share Transfers Restrictions:** SEE SCHEDULE "B" ATTACHED HERETO  
**Number of Directors:**  
**Min Number of Directors:** 1  
**Max Number of Directors:** 11  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE SCHEDULE "C" ATTACHED HERETO

**Registration Authorized By: FREDERICK D. DAVIDSON  
SOLICITOR**

# **Amalgamate Alberta Corporation - Registration Statement**

**Alberta Registration Date: 2012/08/29**

**Corporate Access Number: 2016972164**

**Service Request Number:** 18462499

**Alberta Corporation Type:** Named Alberta Corporation

**Legal Entity Name:** TWIN BUTTE ENERGY LTD.

**French Equivalent Name:**

**Nuans Number:**

**Nuans Date:**

**French Nuans Number:**

**French Nuans Date:**

## **REGISTERED ADDRESS**

**Street:** 2400, 525 - 8TH AVENE 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:** NONE

**Restrictions:**

**Number of Directors:**

**Min Number Of  
Directors:** 3

**Max Number Of  
Directors:** 10

**Business Restricted To:** NONE

**Business Restricted  
From:** NONE

**Other Provisions:** MEETINGS OF THE SHAREHOLDERS MAY BE HELD AT ANY  
PLACE WITHIN CANADA OR THE UNITED STATES OF AMERICA

**Professional**

**Endorsement Provided:**

**Future Dating Required:**

**Registration Date:** 2012/08/29

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**Director**

**Last Name:** TRICKETT

**First Name:** WILLIAM

**Middle Name:**

**Street/Box Number:** 211 LAKE PLACID GREEN SE

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2J 5G6

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

**Last Name:** BRUSSA

**First Name:** JOHN

**Middle Name:**

**Street/Box Number:** 2400, 525 - 8TH AVENUE SW

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2P 1G1

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

**Last Name:** SAUNDERS

**First Name:** JAMES  
**Middle Name:**  
**Street/Box Number:** 410, 396 - 11TH AVE. SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2R 0C5  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:** Y

**Last Name:** BROWN  
**First Name:** R.  
**Middle Name:** JAMES  
**Street/Box Number:** SUITE 540, 840 - 6TH AVENUE SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 3E5  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** FITZPATRICK  
**First Name:** DAVID  
**Middle Name:**  
**Street/Box Number:** 410, 396 - 11TH AVE. SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2R 0C5  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** STECKLEY  
**First Name:** WARREN  
**Middle Name:**  
**Street/Box Number:** SUITE 900, 639 - 5TH AVENUE SW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 0M9  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** GRESCHNER  
**First Name:** THOMAS  
**Middle Name:**  
**Street/Box Number:** 112 GLENEAGLES LANDING  
**City:** COCHRANE  
**Province:** ALBERTA  
**Postal Code:** T4C 1W3  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

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**Amalgamating Corporation**

<b>Corporate Access Number</b>	<b>Legal Entity Name</b>
2016510899	TWIN BUTTE ENERGY LTD.
2016972016	TWIN BUTTE HOLDINGS LTD.

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Statutory Declaration	10000107104664805	2012/08/29
Share Structure	ELECTRONIC	2012/08/29

**Registration Authorized By:** FREDERICK D. DAVIDSON  
SOLICITOR

SCHEDULE "B"

No shares of the Corporation shall be transferred without the approval of the directors, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the records of the Corporation, in which event, unless the said approval stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its very entry upon the books of the Corporation.

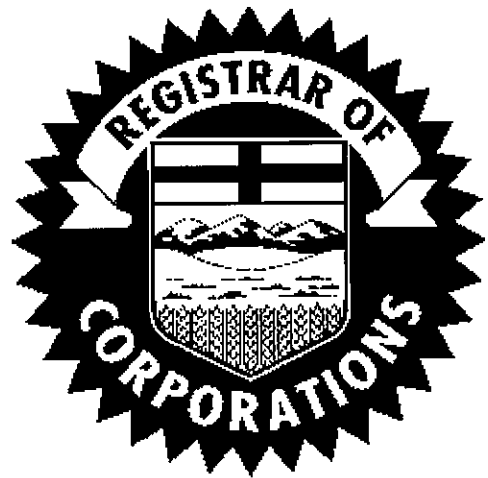
**CORPORATE ACCESS NUMBER: 2016972016**

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**TWIN BUTTE HOLDINGS LTD.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2012/08/29.**



**Articles of Amalgamation  
For  
TWIN BUTTE ENERGY LTD.**

<b>Share Structure:</b>	SEE SCHEDULE "A" ATTACHED HERETO
<b>Share Transfers Restrictions:</b>	NONE
<b>Number of Directors:</b>	
<b>Min Number of Directors:</b>	3
<b>Max Number of Directors:</b>	10
<b>Business Restricted To:</b>	NONE
<b>Business Restricted From:</b>	NONE
<b>Other Provisions:</b>	MEETINGS OF THE SHAREHOLDERS MAY BE HELD AT ANY PLACE WITHIN CANADA OR THE UNITED STATES OF AMERICA

**Registration Authorized By: FREDERICK D. DAVIDSON  
SOLICITOR**



SCHEDULE "A"

Unlimited number of common shares without nominal or par value to which shares shall be attached the following rights (i) to vote at any meeting of shareholders of the Corporation; (ii) to receive any dividend declared by the Corporation; and (iii) to receive the remaining property of the Corporation upon dissolution.

# Update Plan of Arrangement - No Amendment - Proof of Filing

**Alberta Amendment Date: 2012/08/29**

**Service Request Number:** 18461927

**Corporate Access Number:** 2011984594

**Legal Entity Name:** AVALON EXPLORATION LTD.

**Legal Entity Status:** Active

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## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2005/10/14
Other Rules or Provisions	ELECTRONIC	2005/10/14
Articles/Plan of Arrangement/Court Order	10000507106492089	2012/08/29

**Registration Authorized By:** FREDERICK D. DAVIDSON  
SOLICITOR