

CORPORATE ACCESS NUMBER: 2019821053

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

POINT LOMA RESOURCES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2016/07/18.



**Articles of Amalgamation
For
POINT LOMA RESOURCES LTD.**

Share Structure: SEE SCHEDULE A
Share Transfers Restrictions: NONE
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 B

**Registration Authorized By: JEREMY BUSCH-HOWELL
SOLICITOR**

SCHEDULE "A"

The Corporation is authorized to issue:

- (a) an unlimited number of Common Shares without nominal or par value; and
- (b) an unlimited number of New Common Shares without nominal or par value.

The rights, privileges, restrictions and conditions attached to each class of shares are set forth below.

PROVISIONS RELATING TO THE COMMON SHARES

The unlimited number of Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of Common Shares shall be entitled to notice of, to attend and to one vote per share held at any meeting 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);
2. The holders of Common Shares shall be entitled to receive dividends as and when declared by Board of Directors of the Corporation on the Common Shares as a class, 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; and
3. 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, to share rateably, together with the holders of the 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.

PROVISIONS RELATING TO THE NEW COMMON SHARES

The unlimited number of New Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of New Common Shares shall be entitled to notice of, to attend and to one vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation

other than the New Common Shares as such);

2. The holders of New Common Shares shall be entitled to receive dividends as and when declared by Board of Directors of the Corporation on the New Common Shares as a class, 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 New Common Shares in respect of dividends;

3. The holders of New 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 New Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of the shares of any other class of shares of the Corporation ranking equally with the New Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution; and

4. The New Common Shares shall rank pari passu with the Common Shares with respect to the payment of dividends and the distribution of assets in the event of the 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.

SCHEDULE "B"

(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 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.

(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.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2016/07/18

Corporate Access Number: 2019821053

Service Request Number: 25450302
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: POINT LOMA RESOURCES LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 4000, 421 - 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

RECORDS ADDRESS

Street: 4000, 421 - 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE A
Share Transfers Restrictions: NONE
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 B

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2016/07/18

Director

Last Name: BROWN
First Name: DONALD
Middle Name:
Street/Box Number: 40 GLADSTONE GARDENS SW
City: CALGARY
Province: ALBERTA
Postal Code: T3E 7E4
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: DAFOE
First Name: DOUGLAS
Middle Name:
Street/Box Number: 2021 - 30TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2T 1R3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: DABNER
First Name: STEVE
Middle Name:
Street/Box Number: 2405 - 77 SPRUCE PLACE SW
City: CALGARY
Province: ALBERTA
Postal Code: T3C 3X6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: REID

First Name: JAY
Middle Name:
Street/Box Number: 240 - 40TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2S 0X3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MEEK
First Name: TERENCE
Middle Name: S.
Street/Box Number: 500, 633 - 6 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2Y5
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2016532653	POINT LOMA RESOURCES LTD.
2017289741	POINT LOMA ENERGY LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2016/07/18
Share Structure	ELECTRONIC	2016/07/18
Statutory Declaration	10000607127039001	2016/07/18

Registration Authorized By: JEREMY BUSCH-HOWELL
SOLICITOR



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

and

**In the Matter of Articles of Amalgamation
Filed Pursuant to Section 184(1) of the Said Act
In the Name**

POINT LOMA RESOURCES LTD.

Statutory Declaration

I, Terence S. Meek, of the City of Calgary in the Province of Alberta, refer to the proposed amalgamation of Point Loma Resources Ltd. and Point Loma Energy Ltd. (the “Corporation”) and DO SOLEMNLY DECLARE that:

1. I am a proposed director of the Corporation and have personal knowledge of the matters herein deposited to.
2. I am satisfied that 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; and
 - (c) no creditor will be prejudiced by the said 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 18th day of July, 2016.

A Notary Public

Terence S. Meek

Elaine K. Sun
Student-at-Law