

*Certified Copy*

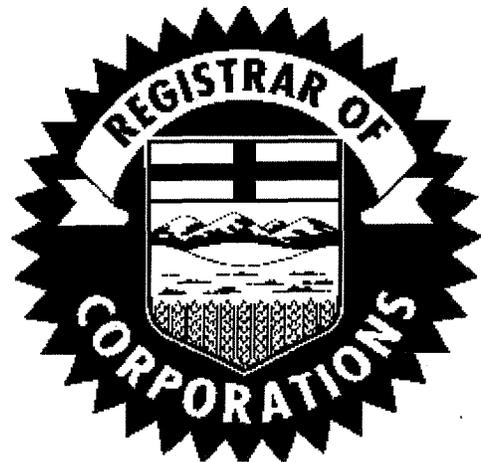
CORPORATE ACCESS NUMBER: 2016484400

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT AND REGISTRATION  
OF RESTATED ARTICLES**

**CREW ENERGY INC.  
AMENDED ITS ARTICLES ON 2012/05/28.**



## *Certified Copy*

### **Name/Structure Change Alberta Corporation - Registration Statement**

**Alberta Amendment Date: 2012/05/28**

**Service Request Number:** 18049387

**Corporate Access Number:** 2016484400

**Legal Entity Name:** CREW ENERGY INC.

**French Equivalent Name:**

**Legal Entity Status:** Active

**Alberta Corporation Type:** Named Alberta Corporation

**New Legal Entity Name:** CREW ENERGY INC.

**New French Equivalent Name:**

**Nuans Number:**

**Nuans Date:**

**French Nuans Number:**

**French Nuans Date:**

**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:** N/A

**Business Restricted From:** N/A

**Other Provisions:** SEE SCHEDULE "C" ATTACHED HERETO

**BCA Section/Subsection:** 173(1)(H)

**Professional Endorsement Provided:**

**Future Dating Required:**

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**Annual Return**

**No Records returned**

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Statutory Declaration	10000707106492489	2011/12/31
Share Structure	ELECTRONIC	2011/12/31
Other Rules or Provisions	ELECTRONIC	2011/12/31
Share Structure	ELECTRONIC	2012/05/28

**Registration Authorized By: MICHAEL D. SANDRELLI  
SOLICITOR**

SCHEDULE "A"

The Corporation is authorized to issue unlimited number of Common Shares without nominal or par value, which shall have attached thereto the following rights, privileges, restrictions and conditions:

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);

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

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.

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.