

CORPORATE ACCESS NUMBER: 2023531011

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**OSUM OIL SANDS CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2021/06/11.**



**Articles of Amalgamation
For
OSUM OIL SANDS CORP.**

Share Structure: THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 10

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ANNEXED SCHEDULE "C" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: ADAM WATEROUS
DIRECTOR**

SCHEDULE "A"
TO THE ARTICLES OF AMALGAMATION
OF
OSUM OIL SANDS CORP.
(the "Corporation")

(share structure)

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series:

I. COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.

2. Dividends

Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3. Liquidation, Dissolution or Winding-Up

In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares shall be entitled, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Corporation.

II. PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. Issuance in Series

(a) The Board of Directors may at any time and from time to time issue the Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board of Directors.

(b) Subject to the provisions of the Business Corporations Act (Alberta), the Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares.

SCHEDULE "B"
TO THE ARTICLES OF AMALGAMATION
OF
OSUM OIL SANDS CORP.
(the "Corporation")

(restrictions on share transfers)

The right to transfer securities of the Corporation will be restricted such that no securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either:

(i) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(ii) the holders of a majority of the outstanding shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares in the corporation) expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

SCHEDULE "C"
TO THE ARTICLES OF AMALGAMATION
OF
OSUM OIL SANDS CORP.
(the "Corporation")

(other rules or provisions)

1. The number of holders of securities of the Corporation, other than non-convertible debt securities, not including employees and former employees of the Corporation or its affiliates, is limited to not more than fifty (50) persons, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.
2. Any invitation to the public to subscribe for the Corporation's securities is prohibited.
3. The directors of the Corporation may appoint one or more directors within the limits provided in the Business Corporations Act (Alberta).
4. The Corporation has a lien on every security registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
5. Shareholders meetings may be held anywhere inside or outside of Alberta that the directors determine by resolution from time to time.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2021/06/11

Corporate Access Number: 2023531011

Business Number:

Service Request Number: 35592838
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: OSUM OIL SANDS CORP.
Business Number:
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 855 - 2 STREET SW, SUITE 3500
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4J8

RECORDS ADDRESS

Street: 855 - 2 STREET SW, SUITE 3500
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4J8

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:

Postal Code:
Email Address: ANNUALRETURNS@BLAKES.COM
Share Structure: THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Share Transfers Restrictions: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
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Min Number Of Directors: 1
Max Number Of Directors: 10
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: THE ANNEXED SCHEDULE "C" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2021/06/11

Agent for Service

Agent for Service Type: Primary
Last Name: KERR
First Name: KEVIN
Middle Name:
Firm Name: BLAKE, CASSELS & GRAYDON LLP
Street: 855 - 2 STREET SW, SUITE 3500
City: CALGARY
Province: ALBERTA
Postal Code: T2P4J8
Email Address: AGENTFORSERVICE@BLAKES.COM

Director

Last Name: BUCKINGHAM

First Name: MICHAEL
Middle Name:
Street/Box Number: 1111 BAGBY STREET, SUITE 2340
City: HOUSTON
Province: TEXAS
Postal Code: 77002
Country:
Named On Stat Dec:

Last Name: KIM
First Name: ANDREW
Middle Name:
Street/Box Number: 301 - 8 AVENUE SW, SUITE 600
City: CALGARY
Province: ALBERTA
Postal Code: T2P1C5
Country:
Named On Stat Dec:

Last Name: MORGAN
First Name: ROBERT
Middle Name:
Street/Box Number: 421 - 7 AVENUE SW, SUITE 1900
City: CALGARY
Province: ALBERTA
Postal Code: T2P4K9
Country:
Named On Stat Dec: Y

Last Name: WATEROUS
First Name: ADAM
Middle Name:
Street/Box Number: 301 - 8 AVENUE SW, SUITE 600
City: CALGARY
Province: ALBERTA
Postal Code: T2P1C5
Country:
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Business Number	Legal Entity Name
2018269809	809555576	OSUM PRODUCTION CORP.
2018292835	805096179	OSUM HOLDINGS CORP.
2023444033	832270078	OSUM OIL SANDS CORP.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000407117965657	2021/06/11
Share Structure	ELECTRONIC	2021/06/11
Restrictions on Share Transfers	ELECTRONIC	2021/06/11
Other Rules or Provisions	ELECTRONIC	2021/06/11

Registration Authorized By: ADAM WATEROUS
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.