

CORPORATE ACCESS NUMBER: 2018508834

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**NUVISTA RESOURCES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2014/09/30.**



**Articles of Amalgamation
For
NUVISTA RESOURCES LTD.**

Share Structure: SEE ATTACHED SCHEDULE OF SHARE PROVISIONS.
**Share Transfers
Restrictions:** SEE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE
TRANSFERS.
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 7
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

**Registration Authorized By: JODY L. WIVCHARUK
SOLICITOR**

SCHEDULE OF SHARE PROVISIONS

THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

1. Class A Common shares, an unlimited number, the holders of which are entitled:

(a) to vote at all meetings of shareholders; and

(b) to receive the remaining property of the Corporation under dissolution.

2. Class B Preferred shares, an unlimited number, which shall carry the right:

(a) to a dividend as fixed by the board of directors; and

(b) upon the liquidation or winding-up of the Corporation, to repayment of the amount paid for such shares (plus any declared and unpaid dividends) in priority to Class A Common shares, but they shall not confer a right to any further participation in profits or assets.

3. The said Class B Preferred shares or any part thereof shall be redeemable at the option of the Corporation without the consent of the holders thereof at a price equal to the amount paid up thereon plus any declared and unpaid dividends.

4. The holders of the Class B Preferred shares shall not be entitled to vote at all meetings of shareholders except as otherwise specifically provided in the Business Corporations Act.

SCHEDULE OF RESTRICTION ON SHARE TRANSFERS

The right to transfer shares of the Corporation is restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation to any person who is not a shareholder of the Corporation unless the transfer has been approved by the directors of the Corporation.

SCHEDULE OF OTHER RULES OR PROVISIONS

1. The number of shareholders of the Corporation, exclusive of persons who are in its employment and are shareholders of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than fifty persons, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

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



10000407115603823

2018508834

STATUTORY DECLARATION

CANADA)
PROVINCE OF ALBERTA)
TO WIT:)
IN THE MATTER OF the amalgamation of
NuVista Resources Ltd. and 1364364 Alberta
Ltd. pursuant to Section 184(1) of the Business
Corporations Act (Alberta)

I, Ross Andreachuk, of the City of Calgary, in the Province of Alberta,
DO SOLEMNLY DECLARE THAT:

- 1. I am a proposed director of NuVista Resources Ltd., the amalgamated corporation resulting from the amalgamation of NuVista Resources Ltd. and 1364364 Alberta Ltd. (the "Amalgamated Corporation"), and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Amalgamated Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. 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.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same 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 25th day of September, 2014

J. Wivcharuk.
A Commissioner for Oaths in and for
the Province of Alberta

Ross Andreachuk

JODY L. WIVCHARUK
Barrister and Solicitor

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2014/09/30

Corporate Access Number: 2018508834

Service Request Number: 22133960
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: NUVISTA RESOURCES LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 2400, 525 - 8TH AVENUE 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 ATTACHED SCHEDULE OF SHARE PROVISIONS.
Share Transfers Restrictions: SEE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS.
Number of Directors:
Min Number Of Directors: 1

Max Number Of Directors: 7
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2014/09/30

Director

Last Name: ANDREACHUK
First Name: ROSS
Middle Name:
Street/Box Number: 3500, 700 - 2ND STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2W2
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2011710759	NUVISTA RESOURCES LTD.
2013643644	1364364 ALBERTA LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000407115603823	2014/09/30
Restrictions on Share Transfers	ELECTRONIC	2014/09/30
Other Rules or Provisions	ELECTRONIC	2014/09/30
Share Structure	ELECTRONIC	2014/09/30

Registration Authorized By: JODY L. WIVCHARUK
SOLICITOR