

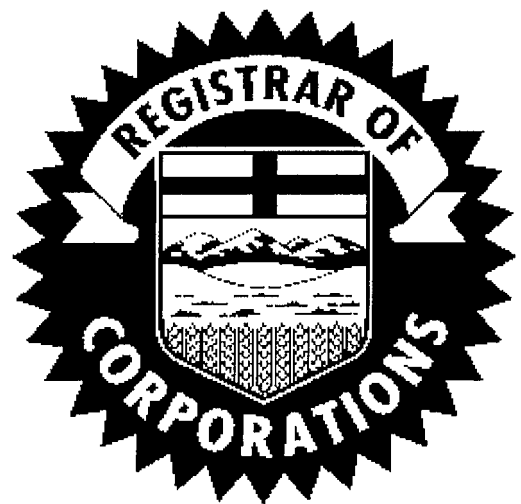
CORPORATE ACCESS NUMBER: 2016128304

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**GIBSON ENERGY INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2011/06/15.**



**Articles of Amalgamation
For
GIBSON ENERGY INC.**

Share Structure:	THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Share Transfers Restrictions:	NONE.
Number of Directors:	
Min Number of Directors:	3
Max Number of Directors:	11
Business Restricted To:	NONE.
Business Restricted From:	NONE.
Other Provisions:	THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: CAROLYN E. SIMPSON
SOLICITOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2011/06/15

Corporate Access Number: 2016128304

Service Request Number: 16483444

Alberta Corporation Type: Named Alberta Corporation

Legal Entity Name: GIBSON ENERGY INC.

French Equivalent Name:

Nuans Number:

Nuans Date:

French Nuans Number:

French Nuans Date:

REGISTERED ADDRESS

Street: 4500, 855 - 2ND STREET S.W.

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4K7

RECORDS ADDRESS

Street:

Legal Description:

City:

Province:

Postal Code:

ADDRESS FOR SERVICE BY MAIL

Post Office Box:

City:

Province:

Postal Code:

Internet Mail ID:

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers

Restrictions: NONE.
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 11
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2011/06/15

Director

Last Name: WOITAS
First Name: CLAYTON
Middle Name:
Street/Box Number: 1900, 530 - 8TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3S8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: HANLON
First Name: A.
Middle Name: STEWART
Street/Box Number: 1700, 440 - 2ND AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 5E9
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: INGRAM
First Name: DONALD

Middle Name: R.
Street/Box Number: 1000, 550 - 6TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0S2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: WARD
First Name: ANDREW
Middle Name: W.
Street/Box Number: 712 FIFTH AVENUE, 51ST FLOOR
City: NEW YORK
Province: NEW YORK
Postal Code: 10019
Country:
Resident Canadian:
Named On Stat Dec:

Last Name: TICHIO
First Name: ROBERT
Middle Name: M.
Street/Box Number: 712 FIFTH AVENUE, 51ST FLOOR
City: NEW YORK
Province: NEW YORK
Postal Code: 10019
Country:
Resident Canadian:
Named On Stat Dec:

Last Name: MCRAE
First Name: MARSHALL
Middle Name: L.
Street/Box Number: 1700, 440 - 2ND AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 5E9
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: ESTEY
First Name: JAMES
Middle Name: M.
Street/Box Number: 1700, 440 - 2ND AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 5E9
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2014272583	GIBSON ENERGY HOLDING ULC
2014416826	1441682 ALBERTA LTD.
2016023299	GIBSON ENERGY INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2011/06/15
Statutory Declaration	10000602000554326	2011/06/15
Amalgamation Agreement	10000102000464187	2011/06/15
Other Rules or Provisions	ELECTRONIC	2011/06/15

Registration Authorized By: CAROLYN E. SIMPSON
SOLICITOR

SCHEDULE OF SHARE CAPITAL

GIBSON ENERGY INC.

The Corporation is authorized to issue:

(a) One class of shares, to be designated as "Common Shares", in an unlimited number; and

(b) One class of shares, to be designated as "Preferred Shares", issuable in series, in an unlimited number;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

A. Common Shares

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

(i) the right to one vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and

(iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

B. Preferred Shares

The Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the Preferred Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the directors of the Corporation; and

(ii) subject to the provisions of the Business Corporations Act (Alberta), the directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares.

SCHEDULE OF OTHER PROVISIONS

1. The directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders, 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 meeting of the shareholders of the Corporation.

2. Any meeting of the shareholders of the Corporation may be held in any place within or outside of Alberta as may be selected by the directors of the Corporation in accordance with applicable corporate legislation.