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Articles of Amalgamation For ESSENTIAL ENERGY SERVICES LTD.

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 10
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

Registration Authorized By: GARNET AMUNDSON
DIRECTOR

SCHEDULE "A"

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares and an unlimited number of Preferred Shares, which shares shall have the following rights, privileges, restrictions and conditions:

COMMON SHARES

1. The holders of Common Shares shall be entitled to notice of, to attend and to vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of a specified class of shares are entitled to vote).

2. The holders of Common Shares shall be entitled to receive any dividend declared by the Corporation on this class of shares.

3. Subject to the rights, privileges, conditions and restrictions attaching to any other class of shares of the Corporation, the holders of Common Shares shall be entitled to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up of the Corporation.

The Corporation may at any time and from time to time purchase any issued Common Shares outstanding from any holder of the same, and such purchase need not be made pro rata from the holders of such shares.

PREFERRED SHARES

1. The Preferred Shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred Shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion, if any, and any sinking fund or other provisions; the whole subject to the filing of Articles of Amendment setting forth a description of such series including the designation, rights, privileges, restrictions and conditions attached to the shares of such series.

2. Notwithstanding paragraph 1, the Directors of the Corporation may at any time or from time to time change the rights, privileges, restrictions and conditions attached to the unissued shares of any series of Preferred Shares.

3. The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, be entitled to preference over the Common Shares of the Corporation ranking by their terms junior to the Preferred Shares of that series. The Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common Shares and any other shares of the Corporation ranking by their terms junior to such Preferred Shares as may be fixed in

accordance with paragraph 1.

4. If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

SCHEDULE "B"

The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to service 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.

Meetings of shareholders may be held outside of Alberta.