

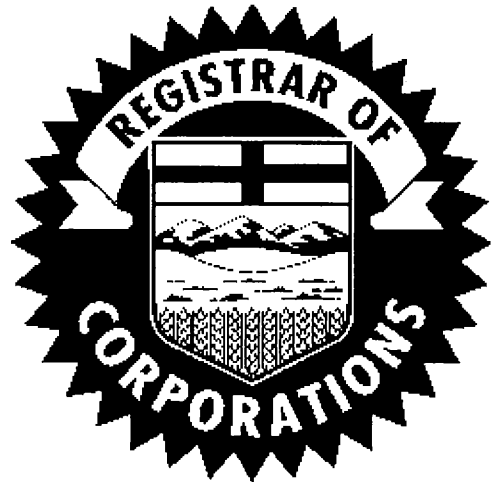
CORPORATE ACCESS NUMBER: 2021006156

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**WHITECAP RESOURCES INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2018/02/22.**



Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2018/02/22

Corporate Access Number: 2021006156

Service Request Number: 28534596
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: WHITECAP RESOURCES INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 2400, 525 - 8 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

RECORDS ADDRESS

Street: 2400, 525 - 8 AVENUE SW
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 SCHEDULE A ATTACHED HERETO
**Share Transfers
Restrictions:** NONE

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 9

Business Restricted To: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON

Business Restricted From: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON

Other Provisions: SEE SCHEDULE B ATTACHED HERETO

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2018/02/22

Director

Last Name: FAGERHEIM

First Name: GRANT

Middle Name:

Street/Box Number: 3800, 525 - 8 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P 1G1

Country:

Resident Canadian: Y

Named On Stat Dec: Y

Last Name: ZAWALSKY

First Name: GRANT

Middle Name: A.

Street/Box Number: 2400, 525 - 8 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P 1G1

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: FLETCHER

First Name: GREGORY

Middle Name: S.

Street/Box Number: 1200, 707 - 7 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3H6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MCNAMARA
First Name: GLENN
Middle Name:
Street/Box Number: 1720, 724 - 7 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0Z1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: NIKIFORUK
First Name: STEPHEN
Middle Name: C.
Street/Box Number: 303, 888 - 4 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0V2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: STICKLAND
First Name: KENNETH
Middle Name: S.
Street/Box Number: 8406 - 400 EAU CLAIRE AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4X2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: GILBERT
First Name: DARYL
Middle Name: H.
Street/Box Number: 2370, 440 - 2 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 5E9
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CULBERT
First Name: HEATHER
Middle Name: J
Street/Box Number: 3800, 525 - 8 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2018274791	CAPIO ENERGY INC.
2018941233	WHITECAP RESOURCES INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2018/02/22
Statutory Declaration	10000007115605937	2018/02/22
Share Structure	ELECTRONIC	2018/02/22
Director Schedule	ELECTRONIC	2018/02/22

Registration Authorized By: SYLVIE J.M. WELSH
SOLICITOR

**Articles of Amalgamation
For
WHITECAP RESOURCES INC.**

Share Structure:	SEE SCHEDULE A ATTACHED HERETO
Share Transfers Restrictions:	NONE
Number of Directors:	
Min Number of Directors:	1
Max Number of Directors:	9
Business Restricted To:	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON
Business Restricted From:	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON
Other Provisions:	SEE SCHEDULE B ATTACHED HERETO

**Registration Authorized By: SYLVIE J.M. WELSH
SOLICITOR**

SCHEDULE A

The classes of shares that the Corporation is authorized to issue, and the maximum number of shares of each class, are as follows:

- (a) an unlimited number of Common Shares; and
 - (b) an unlimited number of Preferred Shares.
1. Common Shares

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

- (a) Voting - Subject to the provisions of the Business Corporations Act of Alberta the holders of the Common Shares shall be entitled to receive notice of, attend and vote at all meetings of the shareholders of the Corporation and, upon a ballot, shall be entitled to one vote for each Common Share held.
- (b) Dividends - Subject to the payment of preferential dividends, if any, on any series of Preferred Shares, the holders of the Common Shares shall be entitled to receive, as and when declared by the directors of the Corporation, non-cumulative dividends at such rate as may be determined from time to time by the directors of the Corporation. No dividends shall be declared or paid or set apart for payment on of Common Shares of the Corporation if the realizable value of the Corporation's assets immediately after the payment of such dividends would be less than the aggregate of its liabilities and the aggregate redemption price of all series of the Preferred Shares issued and outstanding at that time.
- (c) Dissolution - Subject to the preferential rights, if any, of the holders of any series of Preferred Shares in respect of such distribution, upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

2. Preferred Shares

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

- (a) Directors' Authority to issue in One or More Series - The board of directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the Articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon, the time and place of payment of dividends, whether

cumulative or noncumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Registrar (as defined in the Business Corporations Act of Alberta) Articles of Amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

(b) Ranking of Preferred Shares - No rights, privileges, restrictions or conditions attached to a series of Preferred Shares shall confer upon shares of a series a priority in respect of dividends or return of capital over shares of any other series of Preferred Shares then outstanding. The Preferred Shares shall be entitled to priority Over the Common Shares of the Corporation and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the 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. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences, not inconsistent with sections 2(a) to (d) hereof, over the Common Shares and over any other shares ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.

(c) Voting Rights - Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

(d) Approval of Holders of Preferred Shares - The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be added to, changed or removed

but only with the approval of the holders of the Preferred Shares given as hereinafter specified. The approval of the holders of Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares as a class or to any other matter requiring the consent of the holders of the Preferred Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval shall be given, by resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Preferred Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time required by the Business Corporations Act of Alberta (as from time to time amended, varied or replaced) and prescribed in the by laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preferred Shares as a class, each holder entitled to vote thereat shall have one vote in respect of each Preferred Share held by him.

SCHEDULE B

OTHER RULES OR PROVISIONS (IF ANY):

1. Without limiting the borrowing powers of the Corporation as set forth in the Business Corporations Act (Alberta), the board of directors of the Corporation may from time to time, without authorization of the shareholders,

(a) Borrow money on the credit of the Corporation;

(b) Issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;

(c) 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

(d) 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.

Nothing in this clause limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. Subject to the Business Corporations Act (Alberta), the board of directors may, between annual general meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual general meeting of shareholders.

DIRECTOR SCHEDULE

Number, or Minimum and Maximum Number, of Directors that the Corporation may have:

The Corporation shall have a minimum of one (1) and a maximum of nine (9) directors, with the number of directors to be set from time to time by resolution of the shareholders or, in the absence of such resolution, by resolution of the directors.