



To Who It May Concern:

**Re: Notice of Amalgamation: Bonterra Energy Corp. and Spartan Oil Corp.**

Notice is hereby given that effective March 1, 2013, Bonterra Energy Corp. and Spartan Energy Corp. amalgamated under the provisions of the Canada Business Corporations Act. The resulting entity will operate under the name Bonterra Energy Corp.

Bonterra Energy Corp. will now possess all the assets, rights and liabilities of Spartan Oil Corp.

Enclosed please find a copy of the Certificate of Amalgamation. Articles of Amalgamation can be located on our website [www.bonterraenergy.com](http://www.bonterraenergy.com).

All further communications, notices, invoices, payments and documents pertaining to Spartan Oil Corp. should be addressed to Bonterra Energy Corp. at the following address:

Bonterra Energy Corp.  
901, 1015 – 4<sup>th</sup> Street SW  
Calgary AB T2R 1J4

Telephone: (403) 262-5307  
Fax: (403) 265-7488

Please amend your records to reflect the above changes. Should you require further information kindly contact our office at (403) 262-5307.



2013-03-06

Corporations Canada  
9th floor, Jean Edmonds Towers South  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8

Corporations Canada  
9e étage, Tour Jean-Edmonds sud  
365, avenue Laurier ouest  
Ottawa (Ontario) K1A 0C8

BORDEN LADNER GERVAIS  
ALLISON TURNBULL  
1900, 520 - 3RD AVE SW  
CENTENNIAL PLACE, EAST TOWER  
CALGARY AB T2P 0R3  
Canada

Corporation Number: **839131-9**  
Numéro de société :

Request Received: **2013-02-27**  
Date de réception de la demande :

Request ID: **5782083**  
Numéro de la demande :

Your Reference:  
Votre référence :

Please find enclosed the **Certificate of Amalgamation** issued under the *Canada Business Corporations Act* (CBCA) and related documents for **Bonterra Energy Corp.** Please ensure that these documents are kept with the corporate records.

The issuance of this certificate will be listed in Corporations Canada's online Monthly Transactions report. You can access the report on the Corporations Canada website.

Please ensure that the corporation is aware of its ongoing reporting obligations by referring to the pamphlet, *Keeping Your Corporation in Good Standing* (enclosed or available on our website).

Also enclosed is additional information about protecting a corporate name.

If you require additional information, please contact Corporations Canada.

Vous trouverez ci-joint le **certificat de fusion** ainsi que les documents connexes émis en vertu de la *Loi canadienne sur les sociétés par actions* (LCSA) relativement à **Bonterra Energy Corp.** Veuillez vous assurer de les conserver avec les livres de la société.

L'émission de ce certificat sera rapportée dans notre prochain rapport mensuel de transactions. Vous pouvez consulter le rapport dans le site Web de Corporations Canada.

Veuillez vous assurer que la société est informée de ses obligations de déclaration. Vous pouvez consulter la brochure *Maintenir votre société en conformité*, ci-jointe ou disponible en ligne, pour connaître les obligations de déclaration de la société.

De plus vous trouverez ci-joint de l'information concernant la protection de la dénomination sociale.

Si vous avez besoin de plus d'information, veuillez communiquer avec Corporations Canada.



## Corporation Information Sheet

*Canada Business Corporations Act (CBCA)*

## Fiche de renseignements concernant la société

*Loi canadienne sur les sociétés par actions (LCSA)*

### Bonterra Energy Corp.

|   |                                    |  |
|---|------------------------------------|--|
| Corporation Number  | 839131-9                           | Numéro de société  |
| Corporation Key<br>Required for changes of<br>address or directors online | 24610073                           | Clé de société<br>Requise pour mettre à jour en ligne l'adresse du siège<br>social ou l'information concernant les administrateurs |
| Anniversary Date<br>Required to file annual return                        | 03-01<br>(mm-dd/mm-jj)             | Date anniversaire<br>Requise pour le dépôt du rapport annuel   |
| Annual Return Filing Period<br>Starting in 2014                           | 03-01 to/au 04-30<br>(mm-dd/mm-jj) | Période pour déposer le rapport annuel<br>Débutant en 2014   |

#### Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult **Keeping Your Corporation in Good Standing** (enclosed or available on our website).

#### Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the NUANS® search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult **Protecting Your Corporate Name** (enclosed or available on our website).

#### Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter la brochure **Maintenir votre société en conformité**, ci-jointe ou disponible dans notre site Web.

#### Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche NUANS<sup>MD</sup>). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document **Protection de la dénomination sociale** ci-joint ou disponible dans notre site Web.



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Bonterra Energy Corp.

Corporate name / Dénomination sociale

839131-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2013-03-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



Industry Canada / Industrie Canada  
 Canada Business Corporations Act (CBCA) / Loi canadienne sur les sociétés par actions (LCSA)

**FORM 9**  
**ARTICLES OF AMALGAMATION**  
**(SECTION 185)**

**FORMULAIRE 9**  
**STATUTS DE FUSION**  
**(ARTICLE 185)**

**Form 9**

1 - Name of the Amalgamated Corporation: **Bonterra Energy Corp.** / Dénomination sociale de la société issue de la fusion:

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address): **Alberta** / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète):

3 - The classes and any maximum number of shares that the corporation is authorized to issue: **Schedule of Share Structure is attached hereto** / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre:

4 - Restrictions, if any, on shares transfers: **No restrictions** / Restrictions sur le transfert des actions, s'il y a lieu:

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes): **Minimum: 3 Maximum: 15** / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases):

6 - Restrictions, if any, on business the corporation may carry on: **No restrictions** / Limites imposées à l'activité commerciale de la société, s'il y a lieu:

7 - Other provisions, if any: **Schedule of Other Provisions is attached hereto** / Autres dispositions, s'il y a lieu:

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:  183  184(1)  184(2) / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après:

9 - Declaration: I hereby certify that I am a director or an officer of the corporation. / Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

| Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes | Corporation No. / N° de la société | Signature          |
|--|------------------------------------|--------------------|
| Bonterra Energy Corp.  | 454496-0                           | <i>[Signature]</i> |
| Spartan Oil Corp.  | 839123-8                           | <i>[Signature]</i> |
|  |                                    |                    |
|  |                                    |                    |
|  |                                    |                    |
|  |                                    |                    |

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**Note:** Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**E-MAIL**  
 2013-02-27  
 17:16

## SCHEDULE OF SHARE STRUCTURE

Attached to and forming part of the Articles of Amalgamation  
of

### BONTERRA ENERGY CORP. (the "Corporation")

The authorized share capital of the Corporation shall consist of an unlimited number of Common Shares, an unlimited number of Class A Redeemable Preferred Shares and an unlimited number of Class B Preferred Shares, issuable in series, all without par value, having the following rights, privileges, conditions and restrictions:

#### 1. COMMON SHARES

##### 1.1 Voting Rights

Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than Common Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Common Shares, each holder of Common Shares shall be entitled to one vote in respect of each Common Share held by such holder.

##### 1.2 Dividends

Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation ranking ahead of the Common Shares, the holders of the Common Shares shall be entitled to receive any dividend declared by the Corporation.

##### 1.3 Liquidation, Dissolution or Winding-Up

In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation ranking ahead of the Common Shares, all of the property and assets of the Corporation available for distribution to the holders of the Common Shares shall be paid or distributed equally, share for share, to the holders of the Common Shares without preference or distinction.

#### 2. CLASS A REDEEMABLE PREFERRED SHARES

##### 2.1 Voting Rights

Subject to Section 2.5, each holder of Class A Redeemable Preferred Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than Class A Redeemable Preferred Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Class A Redeemable Preferred Shares, each holder of Class A Redeemable Preferred Shares shall be entitled to one vote in respect of each Class A Redeemable Preferred Share held by such holder.

##### 2.2 Dividends

Subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation ranking senior to the Class A Redeemable Preferred Shares, the holders of the Class A Redeemable Preferred Shares shall be entitled to receive any dividend declared on the Class A Redeemable Preferred Shares by the Corporation.

### 2.3 Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the property or assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class A Redeemable Preferred Shares shall be entitled to receive any dividends declared on the Class A Redeemable Preferred Shares and remaining unpaid prior to any distribution of the property or assets of the Corporation to holders of the Common Shares, and the holders of Class A Redeemable Preferred Shares shall be entitled to share on a parity with the holders of Common Shares with respect to any further distribution of the property or assets of the Corporation.

### 2.4 Redemption

The board of directors of the Corporation (the "Board") may by resolution fix a date and time (the "Time of Redemption") at which the Class A Redeemable Preferred Shares shall be automatically redeemed without the payment of any consideration. No notice of redemption or other act or formality on the part of the Corporation shall be required to call the Class A Redeemable Preferred Shares for redemption.

From the Time of Redemption, each Class A Redeemable Preferred Share shall be deemed to be redeemed and cancelled, and the Corporation shall be fully and completely discharged from any obligation to the holders of Class A Redeemable Preferred Shares.

No Class A Redeemable Preferred Shares shall be issued after the Time of Redemption. A holder of warrants, options or other exchangeable or convertible securities of the Corporation entitling the holder to receive Common Shares of the class that was converted into Class A Redeemable Preferred Shares will not be entitled to receive anything on the exchange or conversion of those securities.

### 2.5 Dissent Rights / Class Votes

Notwithstanding any provision contained in the Act, the holders of Class A Redeemable Preferred Shares shall not be entitled to vote separately as a class, and shall not be entitled to dissent, upon a proposal to amend the articles of the Corporation to:

- 2.5.1 increase or decrease any maximum number of authorized Class A Redeemable Preferred Shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Class A Redeemable Preferred Shares;
- 2.5.2 effect an exchange, reclassification or cancellation of all or part of the Class A Redeemable Preferred Shares; or
- 2.5.3 create a new class or series of shares equal or superior to the Class A Redeemable Preferred Shares.

### 3. CLASS B PREFERRED SHARES

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

#### 3.1 Issuance of Series

The Class B Preferred Shares may be issued at any time and from time to time in one or more series, each series to consist of such number of Class B Preferred Shares as may, before the issue hereof, be determined by resolution passed by the Board. The number of shares of any series may from time to time be increased by the Board upon compliance with the same conditions as are applicable to the issue of shares of a new series.

#### 3.2 Terms of Each Series

The Board shall, subject as hereinafter provided and subject to the provisions of the Act, fix, by resolution duly passed before the issue of the Class B Preferred Shares of each series, the designation, rights, privileges, restrictions and

conditions to be attached to the Class B Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing:

- (a) provisions, if any, with respect to the rights of the holders of the Class B Preferred Shares of such series to receive notice of or to attend any meeting of shareholders of the Corporation or to vote at any such meeting;
- (b) whether any dividends shall be payable on the Class B Preferred Shares of such series and, if dividends are to be payable thereon, the rate or rates, amount or method or methods of calculation of preferential dividends, whether fixed or fluctuating, whether cumulative or non-cumulative, whether such rate or rates, amount or method or methods of calculation shall be subject to change or adjustment in the future, whether such dividends are payable in money or by the issue of fully paid shares of the Corporation, the currency or currencies of payment, the date or dates and places of payment of preferential dividends and the date or dates from which such preferential dividends shall accrue;
- (c) the rights of the Corporation, if any, to purchase or redeem the Class B Preferred Shares of such series, and the purchase or redemption price or the method of calculating the same, and the terms and conditions of any such purchase or redemption;
- (d) provisions, if any, with respect to the rights of the holders of the Class B Preferred Shares of such series to tender such shares to the Corporation for purchase or redemption by the Corporation and to oblige the Corporation to make such purchase or redemption;
- (e) the conversion or exchange rights, if any;
- (f) the terms and conditions of any share purchase plan or sinking fund with respect to the Class B Preferred Shares of such series; and
- (g) the restrictions, if any, respecting payment of dividends on the Common Shares or any other shares of the Corporation ranking junior to the Class B Preferred Shares;

the whole subject to the limitations, if any, set out in the Articles of the Corporation and subject to articles of amendment to be filed by the Board designating a series of shares.

### 3.3 Ranking

3.3.1 The holders of any series of the Class B Preferred Shares shall be entitled to receive in priority to the holders of the Common Shares and shares of any other class of the Corporation ranking subordinate to the Class B Preferred Shares and on a parity with holders of shares of any other class of the Corporation expressly ranking on a parity with the Class B Preferred Shares, but subject to the rights of holders of any other class of shares ranking senior to the Class B Preferred Shares, as and when declared by the Board, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Class B Preferred Shares form part.

3.3.2 In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, before any amount shall be paid to, or any property or assets of the Corporation distributed among, the holders of the Common Shares or shares of any other class of the Corporation ranking junior to the Class B Preferred Shares, and on a parity with shares of any other class of the Corporation expressly ranking on a parity with the Class B Preferred Shares, but after all amounts have been paid to, or property and assets of the Corporation distributed among the holders of any other class of shares ranking senior to the Class B Preferred Shares, the holders of the Class B Preferred Shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the Articles of the Corporation to be payable thereon in respect of return of capital, premium and dividends remaining unpaid, including all cumulative dividends, whether or not



declared. After payment to the holders of the Class B Preferred Shares of the amounts so payable to them, they shall not be entitled to share in any future distribution of the property or assets of the Corporation, unless the Articles of the Corporation otherwise provide with respect to any series of Class B Preferred Shares.

3.3.3 The Class B Preferred Shares of each series shall rank on a parity with the Class B Preferred Shares of every other series with respect to the payment of dividends and the distribution of assets or return on capital in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, provided, however, that in case such assets are insufficient to pay in full the amount due on all the Class B Preferred Shares, then such assets shall be applied firstly, to the payment equally and rateably of an amount equal to the amount paid up on the Class B Preferred Shares of each series and the premium thereon, if any, and, secondly, *pro rata* to the payment of accrued and unpaid cumulative dividends and declared and unpaid non-cumulative dividends.

#### 3.4 Other Preferences

The Class B Preferred Shares of any series may also be given such other preferences, not inconsistent with the provisions hereof over the Common Shares and over any other shares of the Corporation ranking junior to Class B Preferred Shares as may be determined in the case of such series of Class B Preferred Shares in accordance with paragraph 3.2.

## SCHEDULE OF OTHER PROVISIONS

Attached to and forming part of the Articles of Amalgamation  
of

**BONTERRA ENERGY CORP.**  
(the "Corporation")

### OTHER PROVISIONS

1. Without in any way limiting the powers conferred on the directors by the Canada Business Corporations Act, the directors of the Corporation may from time to time without authorization from the shareholders:
  - a) borrow money upon the credit of the Corporation;
  - b) limit or increase the amount to be borrowed;
  - c) issue, reissue, sell or pledge debt obligations of the Corporation for such sums and at such prices as may be deemed expedient;
  - d) subject to Section 42 of the Canada Business Corporations Act, give guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - e) 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.
  - f) to provide that, in addition to any power the directors may have pursuant to the Canada Business Corporations Act to fill vacancies among their number, but subject to the maximum number of directors provided for in the articles, the directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, provided that the total number of additional directors so appointed shall not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.



### Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)  
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

**Form 2**

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Changes to the registered office or the board of directors are to be made by filing Form 3 - Change of Registered Office Address or Form 5 - Changes Regarding Directors.

**Instructions**

4 The address of a director must be a residential address or other address for service. An address for service is an address where legal documents must be accepted by the director or someone on their behalf, and where an acknowledgement or delivery receipt can be provided, if required. An address for service can be the residential address of the director or a business address.

At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 106(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 106(3.1) of the CBCA).

If the space available is insufficient, please attach a schedule to the form.

**Declaration**

2 In the case of an incorporation this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

If you require more information, please consult our website at [www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca) or contact us at 613-941-0042 (Ottawa region), toll-free at 1-866-333-6856 or by email at [corporationscanada@ic.gc.ca](mailto:corporationscanada@ic.gc.ca).

File documents online  
(except for Articles of Amalgamation):  
**Corporations Canada Online  
Filing Centre:**  
[www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)

Or send documents by mail:  
Director General,  
Corporations Canada  
Jean Edmonds Tower South  
9th Floor  
365 Laurier Ave. West  
Ottawa ON K1A 0G8

By Facsimile: 613-941-0999

1 Corporation name  
Bonterra Energy Corp.

2 Address of registered office (must be a street address, a P.O. Box is not acceptable)  
901, 1015 - 4th Street S.W.  
NUMBER AND STREET NAME  
Calgary Alberta T2R 1J4  
CITY PROVINCE/TERRITORY POSTAL CODE

3 Mailing address (if different from the registered office)  
SAME AS ABOVE   
ATTENTION OF  
NUMBER AND STREET NAME  
CITY PROVINCE/TERRITORY POSTAL CODE

| 4 Members of the board of directors |           |   | RESIDENT<br>CANADIAN<br>(Yes/No) |
|-------------------------------------|-----------|---|----------------------------------|
| FIRST NAME                          | LAST NAME | ADDRESS (must be a street address, a P.O. Box is not acceptable)                              |                                  |
| Gary J.                             | Drummond  | P. O. Box CR 56766<br>Suite #1257, #33 Harbour Bay Center<br>East Bay Street, Nassau, Bahamas | No                               |
| George F.                           | Fink      | 2043 Ursenbach Road N.W.<br>Calgary, Alberta T2N 4B7  | Yes                              |
| Randy M.                            | Jarock    | 39 Signal Ridge Place S.W.<br>Calgary, Alberta T3H 2P2  | Yes                              |
| F. William                          | Woodward  | K500, 500 Eau Claire Avenue S.W.<br>Calgary, Alberta T2P 3R6                                  | Yes                              |
| Carl R.                             | Jonsson   | 2895 West 47th Avenue<br>Vancouver, British Columbia V6N 3N8                                  | Yes                              |

5 Declaration  
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE:   
FIRST NAME: GEORGE F. FINK TELEPHONE NUMBER: (403) 750-2550

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).



E-MAIL  
2013-02-27  
17:16