

CORPORATE ACCESS NUMBER: 2020220147

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT**

**SOURCE ENERGY SERVICES LTD.  
AMENDED ITS ARTICLES ON 2020/12/30.**



# Articles of Amendment

Business Corporations Act  
Section 29 or 177

|                                    |                                   |
|------------------------------------|-----------------------------------|
| 1. <b>Name of Corporation</b>      | 2. <b>Corporate Access Number</b> |
| <b>SOURCE ENERGY SERVICES LTD.</b> | <b>2020220147</b>                 |

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be and are hereby amended by consolidating all of the issued and outstanding Common Shares of the Corporation as evidenced by the attached Section 173(1)(f) Schedule.

Filed with Alberta Registries  
by Norton Rose Fulbright Canada LLP

Dec 30 2020

Initials: CC



Authorized Signature

Derren Newell

Name of Person Authorizing (please print)

Date

N/A

Identification  
(not applicable for societies)

CFO

Title (please print)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

## **SECTION 173(1)(f) SCHEDULE**

Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be and are hereby amended by consolidating all of the issued and outstanding Common Shares of the Corporation into a lesser number of Common Shares of the Corporation on the basis of twelve (12) old Common Shares to one (1) new Common Share and, where fractional shares would otherwise be issued, each fractional share shall be rounded down to the nearest whole number, insofar as no fractional shares be issued.

# Name/Structure Change Alberta Corporation - Registration Statement

## Alberta Amendment Date: 2020/12/30

Service Request Number: 34605216  
Corporate Access Number: 2020220147  
Business Number: 790410484  
Legal Entity Name: SOURCE ENERGY SERVICES LTD.  
French Equivalent Name:  
Legal Entity Status: Active  
Alberta Corporation Type: Named Alberta Corporation  
New Legal Entity Name: SOURCE ENERGY SERVICES LTD.  
New French Equivalent Name:  
Nuans Number: 120139393  
Nuans Date: 2017/01/18  
French Nuans Number:  
French Nuans Date:  
Share Structure: REFER TO "SHARE STRUCTURE" ATTACHMENT.  
Share Transfers Restrictions: NONE.  
Number of Directors:  
Min Number Of Directors: 3  
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: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.  
BCA Section/Subsection: 173(1)(F)  
Professional Endorsement Provided:  
Future Dating Required:

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### Annual Return

| File Year | Date Filed |
|-----------|------------|
| 2020      | 2020/02/26 |
| 2019      | 2020/02/26 |
| 2018      | 2018/06/27 |

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### Attachment

| Attachment Type                | Microfilm Bar Code | Date Recorded |
|--------------------------------|--------------------|---------------|
| Share Structure                | ELECTRONIC         | 2017/02/07    |
| Other Rules or Provisions      | ELECTRONIC         | 2017/02/07    |
| Consolidation, Split, Exchange | ELECTRONIC         | 2020/12/30    |

Registration Authorized By: KIRSTY SKLAR  
SOLICITOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

SECTION 173(1)(f) SCHEDULE

Pursuant to Section 173(1)(f) of the Business Corporations Act (Alberta), the Articles of the Corporation be and are hereby amended by consolidating all of the issued and outstanding Common Shares of the Corporation into a lesser number of Common Shares of the Corporation on the basis of twelve (12) old Common Shares to one (1) new Common Share and, where fractional shares would otherwise be issued, each fractional share shall be rounded down to the nearest whole number, insofar as no fractional shares be issued.

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BUSINESS CORPORATIONS ACT

**CERTIFICATE  
OF  
INCORPORATION**

**SOURCE ENERGY SERVICES LTD.**  
WAS INCORPORATED IN ALBERTA ON 2017/02/07.

The information in this document is  
an accurate reproduction of data  
electronically captured within the  
official records of Alberta Registries.



**SHARE STRUCTURE**  
**Attached to and Forming Part of**  
**the Articles of Incorporation of**  
**Source Energy Services Ltd.**

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Class "B" Shares and an unlimited number of Preferred Shares, issuable in series.

**COMMON SHARES AND CLASS "B" SHARES**

The rights, privileges, restrictions and conditions attaching to the Common Shares and the Class B Shares shall be as follows:

1. Voting
  - 1.1. Holders of Common Shares and Class "B" Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share and Class "B" Share shall entitle the holder thereof to one vote.
2. Dividends
  - 2.1. Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.
  - 2.2. Holders of Class "B" Shares shall not be entitled to dividends.
3. Liquidation, Dissolution or Winding-Up
  - 3.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, shall be entitled to share equally, share for share, in the remaining property of the Corporation.
  - 3.2. In the event of a Distribution, holders of Class "B" Shares shall not be entitled to share in the remaining property of the Corporation.
4. Subdivision, Consolidation etc.
  - 4.1. If the Common Shares are at any time subdivided, consolidated, converted, or exchanged for a greater or lesser number of shares of the same or another class, appropriate adjustment shall be made in the rights and conditions attached to the Class "B" Shares so as to maintain and preserve the relative rights of the holders of the Class "B" Shares.

**PREFERRED SHARES**

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. Issuance in Series
  - 1.1. The Preferred Shares may be issued in one or more series.
  - 1.2. The Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.
2. Voting
  - 2.1. Holders of Preferred Shares shall not be entitled to receive notice of, attend or vote at any meetings of shareholders of the Corporation.
3. Dividends
  - 3.1. Subject to the preferences accorded to any other shares of the Corporation ranking senior to the Preferred Shares from time to time with respect to the payment of dividends, holders of Preferred Shares shall be

entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3.2. Holders of Preferred Shares shall be entitled to receive dividends on the Preferred Shares in preference to Common shares and exclusive of any other shares of the Corporation and in such amounts and at such times as the Board of Directors may determine.

4. Liquidation, Dissolution or Winding-Up

4.1. In the event of a Distribution, holders of Preferred Shares shall be entitled, subject to the preferences accorded to holders of any other shares of the Corporation ranking senior to the Preferred Shares from time to time with respect to payment on a Distribution to be paid the amount, if any, specified as being payable preferentially to the holders of Preferred Shares in the remaining property of the Corporation.



**OTHER RULES OR PROVISIONS**  
**Attached to and Forming Part of**  
**the Articles of Incorporation of**  
**Source Energy Services Ltd.**

1. Without limiting the borrowing powers of the Corporation as set forth in the *Business Corporations Act* (Alberta), the 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 directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of the additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
3. Shareholders meetings may be held anywhere inside or outside of Alberta that the directors determine by resolution from time to time.