

CORPORATE ACCESS NUMBER: 2020846156

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
CONTINUANCE**

**GEN III OIL CORPORATION**  
CONTINUED FROM BRITISH COLUMBIA TO ALBERTA ON 2017/12/06.

THE INFORMATION IN THIS  
DOCUMENT IS AN ACCURATE  
REPRODUCTION OF DATA  
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RECORDS OF ALBERTA REGISTRIES.



**Articles of Continuance  
For  
GEN III OIL CORPORATION**

**Share Structure:** SEE ATTACHED SCHEDULE OF SHARE PROVISIONS.  
**Share Transfers Restrictions:** NONE.  
**Number of Directors:**  
**Min Number of Directors:** 3  
**Max Number of Directors:** 15  
**Business Restricted To:** NONE.  
**Business Restricted From:** NONE.  
**Other Provisions:** SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

**Registration Authorized By: ADAM HASSAN  
SOLICITOR**

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## SCHEDULE OF SHARE PROVISIONS

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

### Common Shares

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

1. Dividends: The holders of Common Shares shall be entitled to receive, subject to the prior rights and privileges attaching to any other class of shares of the Corporation, any dividend declared by the Corporation.
2. Voting Rights: The holders of Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings, except meetings at which only holders of a specified class of shares are entitled to vote.
3. Participation upon Liquidation, Dissolution or Winding-up: The holders of Common Shares shall be entitled to receive, subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the remaining property of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

### Preferred Shares

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

1. Issuance in Series: 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.
2. Share Terms: Subject to the provisions of the Business Corporation 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 Preferred Shares.

SCHEDULE OF OTHER PROVISIONS

1. 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 additional directors shall not at any time exceed  $\frac{1}{3}$  of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
2. Meetings of shareholders may be held outside of Alberta.