

CERTIFICATE OF STATUS

Form 32

I CERTIFY THAT ACCORDING TO THE OFFICIAL RECORDS OF THE CORPORATE
REGISTRY

PETRUS RESOURCES CORP.
FORMED BY AMALGAMATION IN ALBERTA ON 2014/10/08
IS AS OF THIS DATE A VALID AND SUBSISTING CORPORATION.

GIVEN UNDER MY SEAL OF OFFICE IN THE PROVINCE OF ALBERTA.

DATED: 2017/04/13



CERTIFICATE OF STATUS

Form 32

I CERTIFY THAT ACCORDING TO THE OFFICIAL RECORDS OF THE CORPORATE
REGISTRY

PETRUS RESOURCES LTD.
INCORPORATED IN ALBERTA ON 2010/12/13
AMALGAMATED WITH ANOTHER CORPORATION ON 2014/10/08 AND IS NO LONGER
ACTIVE UNDER THIS NAME.

GIVEN UNDER MY SEAL OF OFFICE IN THE PROVINCE OF ALBERTA.

DATED: 2017/04/13



SCHEDULE "A"

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

COMMON SHARES

1. Voting Rights

The holders of Common Shares shall be entitled to notice of, to attend and to one (1) vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Common Shares as such).

2. Dividends

The holders of Common Shares shall be entitled to receive dividends as and when declared by the Board of Directors of the Corporation on the Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends.

3. Liquidation

The holders of Common Shares shall be entitled in the event of any 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, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of shares of any other class of shares of the Corporation ranking equally with the Common Shares in respect of return of capital, in such assets of the Corporation as are available for distribution.

FIRST PREFERRED SHARES

1. Voting Rights

The holders of the First Preferred Shares shall be entitled to receive notice of, to attend and to one (1) vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the First Preferred Shares as such).

2. Dividends

The holders of the First Preferred Shares shall be entitled to receive if, as and when declared by the Board of Directors of the Corporation out of the monies of the Corporation applicable to the payment of dividends, such dividends in any financial year as the Board of Directors in its absolute discretion may by resolution determine, and the directors may, subject to Section 11 hereof declare dividends on any other class of share at different times or at the same time in different amounts than dividends declared on the First Preferred Shares.

3. Redemption

3.1 Subject to applicable law, the Corporation shall have the right to redeem, at any time all, or from time to time any part of, the then outstanding First Preferred Shares at a price per share equal to that

4. **Retraction**

4.1 A holder of First Preferred Shares shall have the right, at his option, at any time or times, to require the Corporation to redeem at a price per share equal to the Redemption Value thereof, together with all accrued and unpaid dividends thereof up to the Retraction Date (as hereinafter defined) (the whole amount being herein referred to as the "Retraction Price"), all or any of such shares which are registered in such holder's name on the books of the Corporation. Such right shall be exercised by the registered holder delivering to the Corporation at its registered office:

- a. a notice in writing executed by such holder (the "Retraction Notice") specifying:
 - i. the number of First Preferred Shares which such holder wishes to have redeemed by the Corporation; and
 - ii. the business day on which such holder wishes to have the Corporation redeem such shares (the "Retraction Date"), which day shall not be less than 21 days from the date the Retraction Notice is received by the Corporation; and
- b. a share certificate or certificates representing such shares, duly endorsed, which such holder wishes to have the Corporation redeem.

4.2 Upon receipt of the documents set out in Section 4.1, the Corporation shall, on the Retraction Date, pay the Retraction Price for each First Preferred Share to be redeemed (less any tax required to be withheld by the Corporation). Such payment shall be made by cheque payable in lawful money of Canada at par at any branch in Alberta of the Corporation's bankers for the time being. Such shares shall be redeemed on the Retraction Date, and from and after the Retraction Date, the holder of such shares being redeemed shall cease to be entitled to dividends, and shall not be entitled to exercise any rights in respect thereof, unless payment of the Retraction Price is not made on the Retraction Date, in which event the rights of such holders shall remain unaffected until the Retraction Price has been paid in full.

4.3 First Preferred Shares which are retracted or deemed to be retracted in accordance with this Section 4 shall, subject to applicable law, be and be deemed to be returned to the authorized but unissued capital of the Corporation.

5. **Purchase for Cancellation**

5.1 In addition to its right to redeem First Preferred Shares as provided in Section 3, the Corporation may at any time or times purchase for cancellation the whole or any part of the outstanding First Preferred Shares at a price per share equal to the Redemption Value thereof.

5.2 First Preferred Shares purchased in accordance with this Section 5 shall, subject to the applicable law, be and be deemed to be returned to the authorized but unissued capital of the Corporation.

6. **Liquidation**

6.1 In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of First Preferred Shares shall be entitled to receive the Redemption Value per share, together with any accrued and unpaid dividends thereof up to the date of commencement of any such liquidation, dissolution, winding up or other distribution of the assets of the Corporation, to be paid all such money before any money shall be paid or property or assets distributed to the holders of any Common Shares or

required, then subject to the provisions of the *Business Corporations Act* (Alberta), the stated capital of the First Preferred Shares shall be adjusted retroactively to the date of issuance of the First Preferred Shares to the amount determined by the Board of Directors of the Corporation.

10.3 If dividends are paid on the First Preferred Shares between the date of issue and the actual date of any adjustment provided for in Section 10.1, then forthwith upon any adjustment being made pursuant to Section 10.1, an amount equal to the difference between the amount of dividend actually received and the amount of dividend which would have been received if the adjustment, pursuant to Section 10.1, had actually been made at the date of issuance of the First Preferred Shares shall be paid to the Corporation by the recipients of the dividend or to the recipients of the dividend by the Corporation, as the case may be.

10.4 If any First Preferred Shares are redeemed, retracted or purchased pursuant to any of Sections 3, 4 or 5 before the actual date of any adjustment provided for in Section 10.1, then forthwith upon any adjustment being made pursuant to Section 10.1, an amount equal to the difference between the price actually paid on the redemption, retraction or purchase of the First Preferred Shares and the price which would have been paid on the redemption, retraction or purchase of the redeemed, retracted or purchased First Preferred Shares if the adjustment pursuant to Section 10.1 had actually been made at the date of issuance of the First Preferred Shares shall be paid by the Corporation or the person whose First Preferred Shares were redeemed, retracted or purchased, as the case may be.

10.5 The First Preferred Shares are created pursuant to and in accordance with the exchange of property provisions of subsection 28(3) of the *Business Corporations Act* (Alberta).

11. Restriction on Distributions

No distribution shall be made to the holders of any of the Common Shares, if such distribution would result in the Corporation having insufficient net assets to redeem or purchase the First Preferred Shares. For the purposes of this section,

- a. "net assets" of the Corporation means the amount for which the assets of the Corporation could realize in cash at that time less the liabilities of the Corporation at that time; and
- b. "distribution" means any declaration, payment or distribution to or to the account of any holders of any Common Shares of the Corporation, now or hereafter outstanding by way of:
 - i. dividends in cash or specie, except dividends payable in shares of any class of share of the Corporation; or
 - ii. purchase, redemption or other retirement of any outstanding shares except when such purchase, redemption or other retirement is paid for out of the proceeds of a fresh issue of shares made for that purpose.

SCHEDULE "B"

No shares of the Corporation shall be transferred without the approval of the directors, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the records of the Corporation, in which event, unless the said approval stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its very entry upon the books of the Corporation.

SCHEDULE "C"

- a. The number of shareholders of the Corporation, exclusive of
- i. persons who are in its employment or that of an affiliate, and;
 - ii. persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of that Corporation after termination of that employment,
- is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- b. Any invitation to the public to subscribe for the securities of the Corporation is prohibited.
- c. The directors of the corporation may, without authorization of the shareholders:
- i. borrow money on the credit of the Corporation;
 - ii. issue, reissue, sell or pledge debt obligations of the Corporation;
 - iii. subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - iv. 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.
- d. The directors may, by resolution, delegate the powers referred to in subsection (c) hereof to a director, a committee of directors or an officer.
- e. 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- f. Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal, Quebec; or Halifax, Nova Scotia.