

BUSINESS CORPORATIONS ACT

# CERTIFICATE OF INCORPORATION

EPSILON ENERGY LTD.
WAS INCORPORATED IN ALBERTA ON 2005/03/14.



## Articles of Incorporation For EPSILON ENERGY LTD.

Share Structure:

SEE ATTACHED "SHARE STRUCTURE" SCHEDULE

Share Transfers

SEE ATTACHED "RESTRICTIONS ON SHARE TRANSFERS"

Restrictions:

**SCHEDULE** 

Number of Directors:

Min Number of Directors: 1 Max Number of Directors: 15

**Business Restricted To:** 

NO RESTRICTIONS

Business Restricted From: NO RESTRICTIONS

Other Provisions:

SEE ATTACHED "OTHER RULES OR PROVISIONS" SCHEDULE

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Registration Authorized By: DOUGLAS M. STUVE SOLICITOR

### SHARE STRUCTURE

The Corporation is authorized to issue:

- an unlimited number of common shares; and
- an unlimited number of preferred shares (issuable in series);

having attached thereto the rights, privileges, restrictions and conditions hereinafter set forth.

### COMMON SHARES

There shall be attached to the common shares, the following rights, privileges, restrictions and conditions, namely:

- The holders of common shares shall be entitled to receive notice of, and to vote at every meeting
  of the shareholders of the Corporation and shall have one (1) vote thereat for each such common
  share so held.
- Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, the holders of common shares shall be entitled to receive such dividend as the directors may from time to time, by resolution, declare.
- 3. Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, in the event of liquidation, dissolution or winding up of the Corporation or upon any distribution of the assets of the Corporation among shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends) the holders of common shares shall be entitled to share pro rata.

### PREFERRED SHARES (ISSUABLE IN SERIES)

There shall be attached to the preferred shares, the following rights, privileges, restrictions and conditions, namely:

- The directors of the Corporation may, from time to time, issue the preferred shares in one or more series, each series to consist of such number of shares as may before issuance thereof, be determined by the directors.
- 2. The directors of the Corporation may, by resolution (subject as hereinafter provided) fix before issuance, the designation, rights, privileges, restrictions and conditions to attach to the preferred shares of each series, including, without limiting the generality of the foregoing, the rate, form, entitlement and payment of preferential dividends, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the preferred shares of such series; and provided however, that no shares of any series shall be issued until the directors have filed an amendment to the Articles with the Registrar of Corporations, Province of Alberta, or such designated person in any other jurisdiction in which the Corporation may be continued.
- If any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all series shall participate ratably in respect of accumulated dividends and return of capital.

- 4. The preferred shares shall be entitled to preference over the common shares of the Corporation and any other shares of the Corporation ranking junior to the preferred shares with respect to the payment of dividends, if any, and in the distribution of assets in the event of 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 may also be given such other preferences over the common shares of the Corporation and any other shares of the Corporation ranking junior to the preferred shares as may be fixed by the resolution of the directors of the Corporation as to the respective series authorized to be issued.
- 5. The preferred shares of each series shall rank on a parity with the preferred shares of every other series with respect to priority in the payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary exclusive of any conversion rights that may affect the aforesaid.
- 6. No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the preferred shares unless all dividends, if any, up to and including the dividend payable for the last completed period for which such dividend shall be payable on each series of preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the preferred shares nor shall the Corporation call for redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the preferred shares (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the preferred shares unless all dividends up to and including the dividend payable, if any, for the last completed period for which such dividends shall be payable on each series of the preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.
- 7. Preferred shares of any series may be purchased for cancellation or made subject to redemption by the Corporation out of capital pursuant to the provisions of the Business Corporations Act (Alberta), if the directors so provide in the resolution of the Board of Directors of the Corporation relating to the issuance of such preferred shares, and upon such other terms and conditions as may be specified in the designations, rights, privileges, restrictions and conditions attaching to the preferred shares of such series as set forth in the said resolution of the Board of Directors and the amendment to the Articles of the Corporation relating to the issuance of such series.
- The holders of the preferred shares shall not, as such, be entitled as of right to subscribe for or
  purchase or receive any part of any issue of shares or bonds, debentures or other securities of the
  Corporation now or hereafter authorized.
- 9. No class of shares may be created or rights and privileges increased to rank in parity or priority with the rights and privileges of the preferred shares including, without limiting the generality of the foregoing, the rights of the preferred shares to receive dividends or to return of capital, without the approval of the holders of the preferred shares as required under the Business Corporations Act (Alberta).

### OTHER RULES OR PROVISIONS

### Lien on Shares

The Corporation has a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation. The Corporation may enforce such lien in accordance with its By-laws.

### 2. Appointments of Directors

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 meeting of the Corporation.

### 3. Meetings of Shareholders Outside Alberta

Meetings of shareholders of the Corporation may be held outside Alberta at any place within Canada or the United States of America as the Board of Directors of the Corporation may determine.

### RESTRICTIONS ON SHARE TRANSFERS

No transfer of shares shall occur or be registered unless and until the directors have, by a resolution, approved the transfer and the directors shall be under no obligation to give such approval or to give any reason for withholding the same.

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CORPORATE ACCESS NUMBER: 2011582323



# OF AMENDMENT AND REGISTRATION OF RESTATED ARTICLES

EPSILON ENERGY LTD.
AMENDED ITS ARTICLES ON 2006/07/24.



# Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2006/07/24

Service Request Number: 8933007 Corporate Access Number: 2011582323

Legal Entity Name:

EPSILON ENERGY LTD.

French Equivalent Name:

Legal Entity Status:

Active

Alberta Corporation Type:

New Legal Entity Name:

Named Alberta Corporation EPSILON ENERGY LTD.

New French Equivalent Name:

Nuans Number:

82886060

Nuans Date:

2005/03/14

French Nuans Number:

French Nuans Date:

Share Structure:

SEE ATTACHED "SHARE STRUCTURE" SCHEDULE

Share Transfers Restrictions:

NO RESTRICTIONS

Number of Directors:

Min Number Of Directors:

3

Max Number Of Directors:

NO RESTRICTIONS

**Business Restricted To:** 

NO RESTRICTIONS

Business Restricted From:

SEE ATTACHED "OTHER RULES OR PROVISIONS"

Other Provisions:

SCHEDULE

BCA Section/Subsection:

173(1)(L), (M) AND (N)

Professional Endorsement

Provided:

Future Dating Required:

### Annual Return

File Year	Date Filed
2006	2006/04/22

### Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2005/03/14
Restrictions on Share Transfers	ELECTRONIC	2005/03/14
Other Rules or Provisions	ELECTRONIC	2005/03/14
Letter - Spelling Error	10000804100384915	2005/03/16
Other Rules or Provisions	ELECTRONIC	2006/07/24

Registration Authorized By: TIM B. HANEY SOLICITOR

### SHARE STRUCTURE

The Corporation is authorized to issue:

- an unlimited number of common shares; and
- an unlimited number of preferred shares (issuable in series);

having attached thereto the rights, privileges, restrictions and conditions hereinafter set forth.

### COMMON SHARES

There shall be attached to the common shares, the following rights, privileges, restrictions and conditions, namely:

- The holders of common shares shall be entitled to receive notice of, and to vote at every meeting
  of the shareholders of the Corporation and shall have one (1) vote thereat for each such common
  share so held.
- Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, the holders of common shares shall be entitled to receive such dividend as the directors may from time to time, by resolution, declare.
- 3. Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, in the event of liquidation, dissolution or winding up of the Corporation or upon any distribution of the assets of the Corporation among shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends) the holders of common shares shall be entitled to share pro rata.

### PREFERRED SHARES (ISSUABLE IN SERIES)

There shall be attached to the preferred shares, the following rights, privileges, restrictions and conditions, namely:

- The directors of the Corporation may, from time to time, issue the preferred shares in one or more series, each series to consist of such number of shares as may before issuance thereof, be determined by the directors.
- 2. The directors of the Corporation may, by resolution (subject as hereinafter provided) fix before issuance, the designation, rights, privileges, restrictions and conditions to attach to the preferred shares of each series, including, without limiting the generality of the foregoing, the rate, form, entitlement and payment of preferential dividends, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the preferred shares of such series; and provided however, that no shares of any series shall be issued until the directors have filed an amendment to the Articles with the Registrar of Corporations, Province of Alberta, or such designated person in any other jurisdiction in which the Corporation may be continued.
- If any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all series shall participate ratably in respect of accumulated dividends and return of capital.

- 4. The preferred shares shall be entitled to preference over the common shares of the Corporation and any other shares of the Corporation ranking junior to the preferred shares with respect to the payment of dividends, if any, and in the distribution of assets in the event of 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 may also be given such other preferences over the common shares of the Corporation and any other shares of the Corporation ranking junior to the preferred shares as may be fixed by the resolution of the directors of the Corporation as to the respective series authorized to be issued.
- 5. The preferred shares of each series shall rank on a parity with the preferred shares of every other series with respect to priority in the payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary exclusive of any conversion rights that may affect the aforesaid.
- 6. No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the preferred shares unless all dividends, if any, up to and including the dividend payable for the last completed period for which such dividend shall be payable on each series of preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the preferred shares nor shall the Corporation call for redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the preferred shares (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the preferred shares unless all dividends up to and including the dividend payable, if any, for the last completed period for which such dividends shall be payable on each series of the preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.
- 7. Preferred shares of any series may be purchased for cancellation or made subject to redemption by the Corporation out of capital pursuant to the provisions of the Business Corporations Act (Alberta), if the directors so provide in the resolution of the Board of Directors of the Corporation relating to the issuance of such preferred shares, and upon such other terms and conditions as may be specified in the designations, rights, privileges, restrictions and conditions attaching to the preferred shares of such series as set forth in the said resolution of the Board of Directors and the amendment to the Articles of the Corporation relating to the issuance of such series.
- The holders of the preferred shares shall not, as such, be entitled as of right to subscribe for or
  purchase or receive any part of any issue of shares or bonds, debentures or other securities of the
  Corporation now or hereafter authorized.
- 9. No class of shares may be created or rights and privileges increased to rank in parity or priority with the rights and privileges of the preferred shares including, without limiting the generality of the foregoing, the rights of the preferred shares to receive dividends or to return of capital, without the approval of the holders of the preferred shares as required under the Business Corporations Act (Alberta).

### OTHER RULES OR PROVISIONS

### 1. Appointments of Directors

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 meeting of the Corporation.

### 2. Meetings of Shareholders Outside Alberta

Meetings of shareholders of the Corporation may be held outside Alberta at any place within Canada or the United States of America as the Board of Directors of the Corporation may determine.

Ministry of Consumer and Business Services

Registration Division Companies and Personal Property Security Branch 393 University Ave., Suite 200 Toronto ON M5G 2M2 Ministère des Services aux consommateurs et aux entreprises

Division de l'enregistrement Direction des compagnies et des sûretés mobilières 393, av. University, bureau 200 Toronto ON M5G 2M2



September 16, 2005

### Corporations Information Act

Your Reporting Requirements EPSILON ENERGY LTD. CAPITAL Z CORP. 150 JARDIN DR STE 9 CONCORD ON L4K 3P9 This is your Ontario Corporation Number (OCN)

1672851

Regulations require that this number is stated in all notices submitted under the Corporations Information Act. This number must be stated in ALL correspondence with the Companies and Personal Property Security Branch.

Initial Return

The Corporations Information Act states that every extra-provincial corporation, other than a corporation of a class exempted by the Regulations, that begins to carry on business in Ontario shall file an Initial Return, Form 2, within sixty (60) days after the date the corporation begins to carry on business in Ontario. The Initial Return you have just filed has generated an Ontario Corporation Number and created a file for the public record for your corporation.

Notice of Change

In addition to the Initial Return you have recently filed, you are required to file a Notice of Change for every change in the information within 15 days after the change or changes take place. There is no fee for filing these notices.

### Forms

Forms may be obtained from the Ministry at the above noted address or by calling (416) 314-8880, 1-800-361-3223 or TDD (416) 212-1476. Forms are also available on the Ministry's website at <a href="https://www.cbs.gov.on.ca">www.cbs.gov.on.ca</a>. To access the forms, select the 'Business Information' option at the top of the Ministry's home page.

### **Business Name**

- (a) No corporation shall carry on business in Ontario or identify itself to the public in Ontario by a name other than its corporation name unless the name is first registered. The appropriate registration form may be obtained from the Companies and Personal Property Security Branch or by calling one of the above noted telephone numbers.
- (b) A corporation which has registered and uses a name other than its corporate name is required to set out its corporate name and all registered business names on all contracts, invoices, negotiable instruments and orders for goods or services.

### Penalties

Sections 13 and 14 of the Corporations Information Act provide penalties for contravening the Act or Regulations.

Section 18(1) of the Act provides that a corporation that is in default of a requirement under this Act to file a notice or that has unpaid fees or penalties is not capable of maintaining a proceeding in a court in Ontario in respect of the business carried on by the corporation except with leave of the court.

Copies of the Corporations Information Act, the Corporations Act and the Business Corporations Act may be obtained from the Government Bookstore, 880 Bay Street, Toronto, Ontario M7A 1N8 or by calling (416) 326-5320. They can also be ordered online via the Publications Ontario website at <a href="https://www.publications.gov.on.ca">www.publications.gov.on.ca</a>. The Acts are also available at no charge on the internet at <a href="https://www.e-laws.gov.on.ca">www.publications.gov.on.ca</a>.

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