

Display Certificates

CORPORATE ACCESS NUMBER: 2017205770

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**WESTERN ENERGY SERVICES CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2013/01/01.**



**Articles of Amalgamation
For
WESTERN ENERGY SERVICES CORP.**

Share Structure: SHARE STRUCTURE SCHEDULE ATTACHED
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: OTHER PROVISIONS SCHEDULE ATTACHED

**Registration Authorized By: BRIAN E. ROBERTS
SOLICITOR**

ALBERTA

REGISTRIES

ARTICLES OF AMALGAMATION

1. NAME OF AMALGAMATED CORPORATION: 2. CORPORATE ACCESS NO.:

Western Energy Services Corp.

3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

See attached Schedule A

4. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS:

None

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS:

Minimum of One (1); Maximum of Fifteen (15)

6. RESTRICTIONS, IF ANY, ON BUSINESS THE CORPORATION MAY CARRY ON:

None

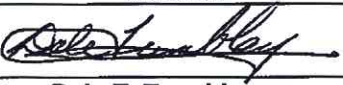
7. OTHER PROVISIONS, IF ANY:

See attached Schedule B

8. NAME OF AMALGAMATING CORPORATIONS: CORPORATE ACCESS NO.:

Western Energy Services Corp.
Horizon Drilling Inc.
Matrix Well Servicing Inc.

2016213072
2015550391
2016052322

DATE	SIGNATURE	TITLE
December , 2012		Director

Dale E. Tremblay

FILED electronically
JAN - 1 2013
Borden Ladner Gervais LLP
(Corporate Services Dept.)

SCHEDULE A

- (a) An unlimited number of Common Shares; and
- (b) An unlimited number of Preferred Shares;

All subject to the following rights, privileges, restrictions and conditions as noted below:

I Common Shares

The Common Shares shall be subject to the following rights, privileges, restrictions and conditions, namely:

- (a) The holders of the Common Shares shall be entitled to receive notice of, to attend at, and to vote at any meeting of shareholders of the Corporation;
- (b) The holders of the Common Shares shall be entitled to receive such dividend declared by the Corporation for the benefit of the Common Shares; and
- (c) The holders of the Common Shares shall be entitled to receive the remaining property of the Corporation on dissolution after the creditors of the Corporation and the holders of the Preferred Shares outstanding at the time have been satisfied.

II Preferred Shares

The Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions, namely:

(a) DIRECTORS' RIGHT TO ISSUE IN ONE OR MORE SERIES

The Preferred Shares may at any time, or 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 board of directors of the Corporation;

(b) DIRECTORS' RIGHT TO FIX TERMS OF EACH SERIES

The directors of the Corporation shall, by ordinary resolution, fix from time to time before the issue thereof the designation, price, restrictions, conditions and limitations attaching to the Preferred Shares of each series including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption or purchase prices and terms and conditions of redemption or purchase, any voting rights, any conversion rights and any sinking fund or other provisions;

(c) RANKING OF PREFERRED SHARES

The Preferred Shares of each series shall rank, both as regards to dividends and return of capital, in priority of all other shares of the Corporation. The Preferred Shares of any series may also be given such other preferences over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares, as may be fixed in accordance with subsection 2(b) hereof; provided, however, that no rights, privileges, restrictions or conditions attached to a series of shares shall confer on a series a priority in respect of voting, dividends or return of capital over any other series of shares of the same class that are then outstanding.

SCHEDULE B

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 one-third (1/3) the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2013/01/01

Corporate Access Number: 2017205770

Service Request Number: 19017403
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: WESTERN ENERGY SERVICES CORP.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1700, 215 - 9TH AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3

RECORDS ADDRESS

Street: 1700, 215 - 9TH AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SHARE STRUCTURE SCHEDULE ATTACHED
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 15

Amalgamate Alberta Corporation - Registration Statement

Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: OTHER PROVISIONS SCHEDULE ATTACHED

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2013/01/01

Director

Last Name: COPELAND
First Name: DONALD
Middle Name: D.
Street/Box Number: C/O 1700, 215 - 9TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: GARTNER
First Name: LORNE
Middle Name: A.
Street/Box Number: C/O 1700, 215 - 9TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: GRANT
First Name: STEVEN
Middle Name: C.
Street/Box Number: C/O 1700, 215 - 9TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3
Country:
Resident Canadian: Y

Named On Stat Dec:

Last Name: MATHISON
First Name: RONALD
Middle Name: P.
Street/Box Number: 400, 407 - 8TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1E5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MULLEN
First Name: MURRAY
Middle Name: K.
Street/Box Number: C/O 1700, 215 - 9TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: ROONEY
First Name: JOHN
Middle Name: R.
Street/Box Number: C/O 1700, 215 - 9TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: TREMBLAY
First Name: DALE
Middle Name: E.
Street/Box Number: C/O 1700, 215 - 9TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1K3

Amalgamate Alberta Corporation - Registration Statement

Country:

Resident Canadian: Y

Named On Stat Dec: Y

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2015550391	HORIZON DRILLING INC.
2016052322	MATRIX WELL SERVICING INC.
2016213072	WESTERN ENERGY SERVICES CORP.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2013/01/01
Share Structure	ELECTRONIC	2013/01/01
Statutory Declaration	10000306102606261	2013/01/01

Registration Authorized By: BRIAN E. ROBERTS
SOLICITOR



10000306102606261

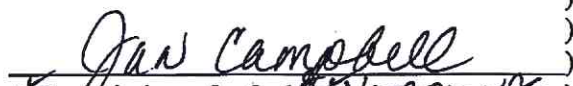
STATUTORY DECLARATION OF PROPOSED DIRECTOR
OF
THE AMALGAMATED CORPORATION
WESTERN ENERGY SERVICES CORP.


CANADA) IN THE MATTER OF THE *BUSINESS*
PROVINCE OF ALBERTA) *CORPORATIONS ACT* (ALBERTA) AND THE
TO WIT:) AMALGAMATION OF WESTERN ENERGY SERVICES
) CORP., HORIZON DRILLING INC. AND MATRIX
) WELL SERVICING INC.
) (the "Amalgamating Corporations")

I, Dale E. Tremblay, of the City of Calgary, in the Province of Alberta, do solemnly declare that:

- 1. I am a proposed director of the amalgamated corporation, Western Energy Services Corp., (hereinafter referred to as the "Amalgamated Corporation"), and as such have personal knowledge of the matters herein declared to.
- 2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such inquiries and investigations as are necessary to enable me to make this declaration.
- 3. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
- 4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

AND I MAKE this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED before me at the City)
of Calgary, in the Province of)
Alberta, this 10 day of December, 2012)
)
)
)
A Commissioner for Oaths)
in and for the Province of Alberta)


Dale E. Tremblay

JAN M. CAMPBELL
My Appointment Expires
December 31, 2013