

# ARTICLES OF AMALGAMATION

Business Corporations Act  
(Alberta)  
Section 185

1. **Name of Amalgamated Corporation:**  
Harvest ExchangeCo Ltd.

2. **The classes of shares, and any maximum number of shares that the Corporation is authorized to issue:**

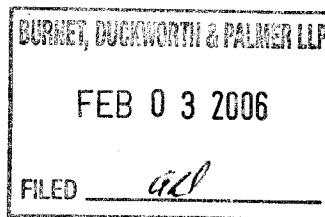
See Schedule "A" attached hereto

3. **Restriction on share transfers, if any:**

See Schedule "B" attached hereto

4. **Number, or minimum and maximum number of directors:**

Minimum of one (1); Maximum of eleven (11)



5. **If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):**

None

6. **Other Provisions, if any:**

See Schedule "C" attached hereto

7. Name of Amalgamating Corporations:	Corporate Access Number:
Harvest Exchangeco Ltd.	2011151640
Krang Energy Inc.	2011847221
Bjorn Holdings Inc.	2010590426

Laurie A. Schraeder  
Name of Person Authorizing (please print)  
  
Solicitor  
Title (please print)

[Signature]  
Signature  
  
February 3, 2006  
Date

This information is being collected for 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 Co-ordinator for Alberta Registries, Research and Program Support, 3<sup>rd</sup> Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.

## **SCHEDULE "A"**

Unlimited number of common shares without nominal or par value to which shares shall be attached the following rights (i) to vote at any meeting of shareholders of the Corporation; (ii) to receive any dividend declared by the Corporation; and (iii) to receive the remaining property of the Corporation upon dissolution.

## **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.