

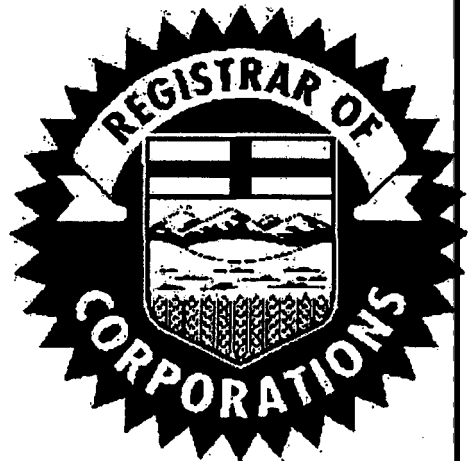
CORPORATE ACCESS NUMBER: 2012849135

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**SHEAR MINERALS LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2006/12/01.**



**Articles of Amalgamation
For
SHEAR MINERALS LTD.**

Share Structure: SEE SCHEDULE RE AUTHORIZED SHARES
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 9
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE RE OTHER PROVISIONS

Registration Authorized By: DEBRA J. POON (MCCARTHY TETRAULT LLP/EAP)
SOLICITOR.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2006/12/01

Corporate Access Number: 2012849135

Service Request Number: 9413607
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SHEAR MINERALS LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 3300, 421 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

RECORDS ADDRESS

Street: 3300, 421 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

ADDRESS FOR SERVICE BY MAIL

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

Share Structure: SEE SCHEDULE RE AUTHORIZED SHARES
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 9
Business Restricted To: NONE
Business Restricted From: NONE

Other Provisions:

SEE SCHEDULE RE OTHER PROVISIONS

Professional Endorsement Provided:

Future Dating Required:

Registration Date:

2006/12/01

Director

Last Name: STRAND

First Name: PAMELA

Middle Name: D

Street/Box Number: 10828 - 126 STREET NW

City: EDMONTON

Province: ALBERTA

Postal Code: T5M 0P1

Country:

Resident Canadian: Y

Named On Stat Dec: Y

Last Name: PLANCHE

First Name: DONALD

Middle Name: R

Street/Box Number: 205, 602 - 11 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2R 1J8

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: AGAR

First Name: C

Middle Name: FRANK

Street/Box Number: 3408 LIDDELL COURT SW

City: CALGARY

Province: ALBERTA

Postal Code: T2E 6J9

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: MULLEN

First Name: DAVID

Middle Name:
Street/Box Number: 75 SUNCANYON PARK SE
City: CALGARY
Province: ALBERTA
Postal Code: T2X 2Z4
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
206750481	SHEAR MINERALS LTD
2012838328	1283832 ALBERTA LTD
2012838781	1283878 ALBERTA LTD

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2006/12/01
Other Rules or Provisions	ELECTRONIC	2006/12/01
Statutory Declaration	10000902000051296	2006/12/01

Registration Authorized By: DEBRA J. POON (MCCARTHY TETRAULT LLP/EAP)
SOLICITOR

Amalgamate Alberta Corporation - Pre-Registration Confirmation Report

Service Request Number: 9413607
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SHEAR MINERALS LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

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Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE RE AUTHORIZED SHARES
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 9
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE RE OTHER PROVISIONS

Professional Endorsement Provided:

Future Dating Required: Y
Registration Date: 2006/12/01

Director:

Last Name: STRAND
First Name: PAMELA
Middle Name: D.
Street/Box Number: 10828 - 126 STREET NW
City: EDMONTON
Province: ALBERTA
Postal Code: T5M 0P1
Country:
Resident Canadian: Y
Named On Stat Dec: Y

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Province: ALBERTA
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Resident Canadian: Y
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Postal Code: T2E 6J9
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MULLEN
First Name: DAVID
Middle Name:
Street/Box Number: 75 SUNCANYON PARK SE
City: CALGARY

Province: ALBERTA
Postal Code: T2X 2Z4
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
206750481	SHEAR MINERALS LTD.
2012838328	1283832 ALBERTA LTD.
2012838781	1283878 ALBERTA LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2006/11/30
Other Rules or Provisions	ELECTRONIC	2006/11/30
Statutory Declaration	10000902000051296	2006/11/30

Registration Authorized By: DEBRA J. POON (MCCARTHY TETRAULT LLP/EAP)
SOLICITOR

SCHEDULE RE AUTHORIZED SHARES

The shares which the Corporation is authorized to issue are:

- (a) an unlimited number of Common shares without nominal or par value with the following rights, privileges, restrictions and conditions:
 - (i) to vote at meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (ii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share equally, in the remaining property of the Corporation on liquidation, dissolution or winding-up of the Corporation;
 - (iii) subject to the rights of the Preferred shares, the Common shares shall be entitled to receive dividends if, as and when declared by the Directors of the Corporation; and
- (b) an unlimited number of Preferred Shares without nominal or par value ("Preferred shares") which, as a class, have attached thereto the following:
 - (i) the Preferred shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares 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, purchase and/or conversion prices, and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;
 - (ii) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred shares of every other series and be entitled to preference over the Common shares and over any other shares of the Corporation ranking junior to the Preferred shares. The Preferred shares of any series may also be given such other preferences, not inconsistent with these articles, over the Common shares and any other shares of the Corporation ranking junior to such Preferred shares as may be fixed in accordance with clause (b) (i);
 - (iii) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred shares are not paid in full, all series of Preferred shares shall participate rateable in respect of accumulative dividends and return of capital;

(iv) unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of Preferred shares shall not, except as otherwise specifically provided in the Business Corporations Act (Alberta), be entitled to receive notice of or vote at any meeting of the shareholders.

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SCHEDULE RE OTHER PROVISIONS

1. The board of directors of the Corporation may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third ($1/3$) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Articles Of Amalgamation

Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

SHEAR MINERALS LTD.

2012849135

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:
See Schedule Re Authorized Shares

3. Restrictions on share transfers (if any):

None

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

Minimum 1; Maximum 9

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 Re Other Provisions

7. Name of Amalgamating Corporations

Corporate Access Number

Shear Minerals Ltd.	206750481
1283832 Alberta Ltd.	2012838328
1283878 Alberta Ltd.	2012838781

Pamela D. Strand

(Name of Person Authorizing (please print))

Director

Title (please print)

Pamela Strand

Signature

November 28, 2006

Date

This information is being collected for the 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 Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330

REG 3068 (99/01)

200577-377787
CAL DOCS #1349634-v. 1

FILED

Dec 1, 2006
McCarthy Tétrault LLP
Calgary, Alberta

Per: *[Signature]*

SCHEDULE RE AUTHORIZED SHARES

The shares which the Corporation is authorized to issue are:

- (a) an unlimited number of Common shares without nominal or par value with the following rights, privileges, restrictions and conditions:
 - (i) to vote at meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (ii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share equally, in the remaining property of the Corporation on liquidation, dissolution or winding-up of the Corporation;
 - (iii) subject to the rights of the Preferred shares, the Common shares shall be entitled to receive dividends if, as and when declared by the Directors of the Corporation; and
- (b) an unlimited number of Preferred Shares without nominal or par value ("Preferred shares") which, as a class, have attached thereto the following:
 - (i) the Preferred shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares 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, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;
 - (ii) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred shares of every other series and be entitled to preference over the Common shares and over any other shares of the Corporation ranking junior to the Preferred shares. The Preferred shares of any series may also be given such other preferences, not inconsistent with these articles, over the Common shares and any other shares of the Corporation ranking junior to such Preferred shares as may be fixed in accordance with clause (b) (i);

- (iii) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred shares are not paid in full, all series of Preferred shares shall participate rateable in respect of accumulative dividends and return of capital;
- (iv) unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of Preferred shares shall not, except as otherwise specifically provided in the *Business Corporations Act* (Alberta), be entitled to receive notice of or vote at any meeting of the shareholders.

SCHEDULE RE: OTHER PROVISIONS

1. The board of directors of the Corporation may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.



10000902000051296

In the Matter of the
Business Corporations Act (Alberta)

CAN 2012849135

and

In the Matter of Articles of Amalgamation
Filed Pursuant to Section 185(1) of the Said Act

In the Name

SHEAR MINERALS LTD.

Statutory Declaration

I, Pamela D. Strand, of the City of Edmonton, in the Province of Alberta, refer to the proposed amalgamation of Shear Minerals Ltd. (the "Corporation") with 1283832 Alberta Ltd. and 1283878 Alberta Ltd. and DO SOLEMNLY DECLARE that:

1. I am a proposed director of the Amalgamated Corporation (as defined below) and have personal knowledge of the matters herein deposed to.
2. I have satisfied myself that as of the date hereof there are reasonable grounds for believing that:
 - (a) the corporation continuing from the amalgamation of the Corporation, 1283832 Alberta Ltd. and 1283878 Alberta Ltd. (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation, 1283832 Alberta Ltd. and 1283878 Alberta Ltd. will be prejudiced by the said amalgamation.

And I make this solemn declaration conscientiously believing it 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
Edmonton, in the Province of Alberta, this
25 day of November, 2006.

A Commissioner, etc.

Pamela D. Strand

Prathavan P. Venkatraman

Barrister & Solicitor
A Notary Public and Commissioner
for Oaths in and for

200577-377787

CAL DOCS #1549674 by Province of Alberta

FILED

Dec 1, 2006

McCarthy Tétrault LLP
Calgary, Alberta

Per: