

**CORPORATE ACCESS NUMBER: 2014777839**



**BUSINESS CORPORATIONS ACT**

**CERTIFICATE**

**OF**

**AMALGAMATION**

**WORLEYPARSONS CANADA SERVICES LTD.**  
IS THE RESULT OF AN AMALGAMATION FILED ON 2009/07/01.



**Articles of Amalgamation  
For  
WORLEYPARSONS CANADA SERVICES LTD.**

**Share Structure:** UNLIMITED NUMBER OF COMMON SHARES WITHOUT NOMINAL OR PAR VALUE

**Share Transfers  
Restrictions:** SEE SCHEDULE

**Number of Directors:**

**Min Number of  
Directors:** 2

**Max Number of  
Directors:** 12

**Business Restricted To:** NONE

**Business Restricted  
From:** NONE

**Other Provisions:** SEE SCHEDULE

**Registration Authorized By: FRANK W.B. MORISON  
SECRETARY**

SCHEDULE TO THE ARTICLES OF AMALGAMATION

WORLEYPARSONS CANADA SERVICES LTD.

Restrictions on share transfers:

The shares of the Corporation shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.

SCHEDULE TO THE ARTICLES OF AMALGAMATION

WORLEYPARSONS CANADA SERVICES LTD.

Other rules or provisions:

- (a) In addition to the restrictions on transfers of shares provided for in the articles, the securities of the Corporation, other than shares and non-convertible debt securities, shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.
- (b) The directors may appoint from time to time one or more directors within the limits provided in the Business Corporations Act (Alberta).
- (c) Meetings of the shareholders may be held outside Alberta.