

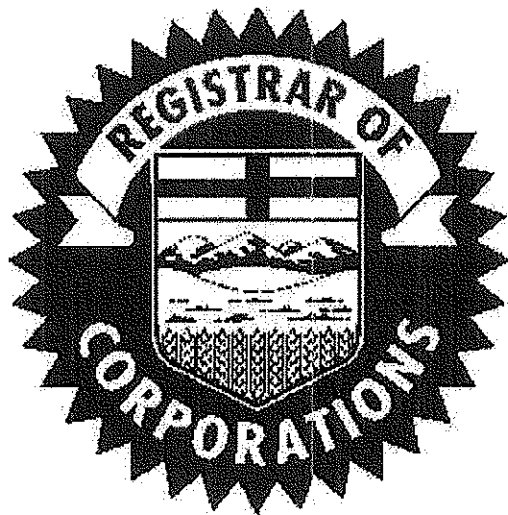
CORPORATE ACCESS NUMBER: 2020300600

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**PRAIRIE THUNDER RESOURCES LTD.
WAS INCORPORATED IN ALBERTA ON 2017/03/16.**



The information in this document is
an accurate reproduction of data
electronically captured within the
official records of Alberta Registries.

**Articles of Incorporation
For
PRAIRIE THUNDER RESOURCES LTD.**

Share Structure: REFER TO "SHARE STRUCTURE" ATTACHMENT.

**Share Transfers
Restrictions:** NO SECURITIES, OTHER THAN NON-CONVERTIBLE DEBT SECURITIES,
OF THE CORPORATION SHALL BE TRANSFERRED TO ANY PERSON
WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS BY
RESOLUTION.

**Number of
Directors:**

**Min Number of
Directors:** 1

**Max Number of
Directors:** 9

**Business
Restricted To:** THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE
CORPORATION MAY CARRY ON.

**Business
Restricted From:** THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE
CORPORATION MAY CARRY ON.

**Other
Provisions:** REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

**Registration Authorized By: W. CHIPMAN JOHNSTON
INCORPORATOR**

Incorporate Alberta Corporation - Registration Statement

Alberta Registration Date: 2017/03/16

Corporate Access Number: 2020300600

**Service Request
Number:** 26703157

**Alberta Corporation
Type:** Named Alberta Corporation

Legal Entity Name: PRAIRIE THUNDER RESOURCES LTD.

**French Equivalent
Name:**

Nuans Number: 120178140

Nuans Date: 2017/03/14

**French Nuans
Number:**

French Nuans Date:

REGISTERED ADDRESS

Street: 4300 BANKERS HALL WEST, 888 - 3RD STREET S.W.

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P 5C5

RECORDS ADDRESS

Street: 4300 BANKERS HALL WEST, 888 - 3RD STREET S.W.

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P 5C5

ADDRESS FOR SERVICE BY MAIL

Post Office Box:

City:

Province:

Postal Code:

Internet Mail ID:

Share Structure: REFER TO "SHARE STRUCTURE" ATTACHMENT.
Share Transfers Restrictions: NO SECURITIES, OTHER THAN NON-CONVERTIBLE DEBT SECURITIES, OF THE CORPORATION SHALL BE TRANSFERRED TO ANY PERSON WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS BY RESOLUTION.
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 9
Business Restricted To: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Business Restricted From: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Other Provisions: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2017/03/16

Director

Last Name: KNUTSON
First Name: HARRY
Middle Name:
Street/Box Number: SUITE 610, 324 - 8TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2Z2
Country:
Resident Canadian: Y

Last Name: ADAIR
First Name: KEVIN
Middle Name: LLOYD
Street/Box Number: SUITE 610, 324 - 8TH AVENUE S.W.

City: CALGARY
Province: ALBERTA
Postal Code: T2P 2Z2
Country:
Resident Canadian: Y

Last Name: BOMER
First Name: JESSE
Middle Name:
Street/Box Number: 5950 BERKSHIRE LANE, SUITE 1000
City: DALLAS
Province: TEXAS
Postal Code: 75225
Country:
Resident Canadian:

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2017/03/16
Other Rules or Provisions	ELECTRONIC	2017/03/16

Registration Authorized By: W. CHIPMAN JOHNSTON
INCORPORATOR

Articles of Incorporation

Business Corporations Act
Section 6

1. **Name of Corporation:**

Prairie Thunder Resources Ltd.

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

Refer to "Share Structure" attachment.

3. **Restrictions on share transfers (if any):**

No securities, other than non-convertible debt securities, of the Corporation shall be transferred to any person without the approval of the Board of Directors by resolution.

4. **Number, or minimum and maximum number, of directors that the corporation may have:**

The Corporation shall have a minimum of 1 and a maximum of 9 directors.

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

There shall be no restrictions on the business that the Corporation may carry on.


6. **Other rules or provisions (if any):**

Refer to "Other Rules or Provisions" attachment.

7. **Date authorized by incorporators:**

3 / 16 / 2016
Month / Day / Year

Incorporator

Name of Person Authorizing (please print)	Address: (including postal code)	Authorized Signature
W. Chipman Johnston	4300 Bankers Hall West, 888 - 3rd Street S.W. Calgary, AB T2P 5C5	

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, Box 314, Edmonton, Alberta T5J 4L4, (780) 427-7013.

SHARE STRUCTURE
Attached to and Forming Part of
the Articles of Incorporation of
Prairie Thunder Resources Ltd.

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

1.1. Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.

2. Dividends

2.1. Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3. Liquidation, Dissolution or Winding-Up

3.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares shall be entitled, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Corporation.

PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. Issuance in Series

1.1. Subject to the filing of Articles of Amendment in accordance with the *Business Corporations Act (Alberta)* (the "Act"), the Board of Directors may at any time and 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 the issuance thereof, be determined by the Board of Directors.

1.2. Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

2. Liquidation

2.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

3. Dividends

3.1. The holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

OTHER RULES OR PROVISIONS
Attached to and Forming Part of
the Articles of Incorporation of
Prairie Thunder Resources Ltd.

1. The number of holders of securities of the Corporation, other than non-convertible debt securities, not including employees and former employees of the Corporation or its affiliates, is limited to not more than fifty (50) persons, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.
2. Any invitation to the public to subscribe for the Corporation's securities is prohibited.
3. Without limiting the borrowing powers of the Corporation as set forth in the *Business Corporations Act* (Alberta), the directors of the Corporation may from time to time, without authorization of the shareholders,
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;
 - (c) subject to the *Business Corporations Act* (Alberta), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (d) 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.

Nothing in this clause limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

4. Subject to the *Business Corporations Act* (Alberta), 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 the additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
5. The Corporation has a lien on every security registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
6. Shareholders meetings may be held anywhere inside or outside of Alberta that the directors determine by resolution from time to time.