

CORPORATE ACCESS NUMBER: 2025595451

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**PRAIRIE THUNDER RESOURCES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2023/11/01.**



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

Share Structure: SEE ATTACHED SCHEDULE A
Share Transfers Restrictions: SEE ATTACHED SCHEDULE B
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 9
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE C

**Registration Authorized By: IAN BUCHANAN
OFFICER**

Articles of Amalgamation

of

PRAIRIE THUNDER RESOURCES LTD.

(the "Corporation")

Schedule A

Item 2 - the classes of shares, and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue:

(a) One class of shares, to be designated as "Class A Common Shares", in an unlimited number;

(b) One class of shares, to be designated as "Class B Common Shares", in an unlimited number, and

(c) One class of shares, to be designated as "Preferred Shares", issuable in series, in an unlimited number;

such shares having attached thereto the rights, privileges, restrictions and conditions hereinafter set forth.

1. DEFINITIONS

(a) "Board" means the board of directors of the Corporation.

(b) "Liquidity Event" has the meaning given to such term in the Fourth Amended and Restated Limited Partnership Agreement dated November 1, 2023 of Canamax Energy Holdings LP.

(c) "Original Subscription Date" means, in respect of the Class B Common Shares, the effective date of the Subscription Agreement for such Class B Common Shares.

(d) "Original Subscription Price" means, in respect of the Class B Common Shares, the original subscription price for such Class B Common Shares as set out in the Subscription Agreement.

(e) "Subscription Agreement" means the subscription agreement or other such document between the Corporation and the holder of the Class B Common Shares evidencing the purchase of such issued and outstanding Class B Common Shares.

2. Class A Common Shares

(a) The Class A Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the right to one vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and

(iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation

upon dissolution.

3. Class B Common Shares

(a) The Class B Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the right to one vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation and with respect to the declaration and payment of dividends, the holders of the Class B Common Shares shall rank pari passu and participate pro rata with the holders of Class A Common Shares of the Corporation (based on the number of Class A Common Shares into which the Class B Common Shares are convertible as of the record date for such dividend); and

(iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

(b) The Class B Common Shares shall have the following conversion rights:

(i) The holders of Class B Common Shares shall have the right to convert the Class B Common Shares at the option of the holder into Class A Common Shares of the Corporation at the conversion rate of one-for-one at any time and from time to time and subject to adjustment in accordance with paragraph 3(b)(v) hereof. Any declared but unpaid dividends on the Class B Common Shares so converted will continue to be payable to the holder thereof on the applicable record date.

(ii) The conversion privilege herein provided for may be exercised by notice in writing given to the General Counsel and Corporate Secretary of the Corporation, accompanied by the certificate or certificates, if any, representing Class B Common Shares in respect of which the holder thereof desires to exercise such right of conversion. Such notice shall be signed by such holder or its (or their) duly authorized attorney and shall specify (i) the number of Class B Common Shares which the holder desires to have converted, and (ii) the Original Subscription Date and the Original Subscription Price of the Class B Common Shares being converted (if less than all of the Class B Common Shares then held by the applicable holder). The transfer form on the certificate or certificates in question need not be endorsed, except in the circumstances contemplated in paragraph 3(b)(iii) below. If less than all the Class B Common Shares represented by a certificate or certificates accompanying any such notice are to be converted, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Class B Common Shares comprising the certificate or certificates surrendered but which are not to be converted.

(iii) On any conversion of Class B Common Shares, the share certificates for Class A Common Shares of the Corporation as a result of the conversion shall be issued in the name of the registered holder of the Class B Common Share so converted, or in such name or names as the registered holder may direct in

writing; provided that such registered holder shall pay any applicable security transfer taxes. In any case where the registered holder of the Class B Common Shares being converted directs that the Class A Common Shares resulting from the conversion be registered in a name other than the registered holder of the Class B Common Shares, the transfer form on the back of the certificates in question, if any, shall be endorsed by the registered holder of the Class B Common Shares or by its (or their) duly authorized attorney or otherwise accompanied by an instrument of transfer satisfactory to the General Counsel and Corporate Secretary or other designee of the Corporation.

(iv) The right of a holder of Class B Common Shares to convert the same into Class A Common Shares shall be deemed to have been exercised, and the registered holder of Class B Common Shares to be converted (or any person or persons in whose name or names any such registered holder of Class B Common Shares shall have directed certificates representing Class A Common Shares to be issued as provided in paragraph 3(b)(iii) above) shall be deemed to have become a holder or holders of Class A Common Shares of record with the Corporation for all purposes, on the respective dates of surrender of certificates representing the Class B Common Shares to be converted accompanied by notice in writing of such conversion, notwithstanding any delay in the delivery of certificates representing Class A Common Shares into which such Class B Common Shares have been converted.

(v) Adjustments:

(A) If and whenever at any time prior to conversion of the Class B Common Shares, the outstanding Class A Common Shares shall be subdivided, redivided or changed into a greater, or consolidated into a lesser, number of shares or reclassified into different shares, any holder of Class B Common Shares who has not exercised its (or their) right of conversion prior to the effective date of such subdivision, redivision, change, consolidation or reclassification shall be entitled to receive and shall accept, upon the exercise of such right of conversion at any time on the effective date or thereafter, in lieu of the number of Class A Common Shares to which it was (or they were) entitled upon conversion, the aggregate number of Class A Common Shares or other shares of the Corporation that such holder of Class B Common Shares would have been entitled to receive as a result of such subdivision, redivision, change, consolidation or reclassification, if, on the effective date thereof, it (or they) had been the registered holder of the number of Class A Common Shares to which it (or they) were entitled to upon conversion.

(B) If and whenever at any time prior to conversion of the Class B Common Shares, there is a capital reorganization of the Corporation not covered by paragraph 3(b)(v)(A) above, or a merger, amalgamation, arrangement, business combination or other consolidation of the Corporation with or into any other corporation, including by way of a sale whereby all or substantially all of the assets and undertakings of the Corporation would become the property of any other corporation, in each case excluding a Liquidity Event, any holder of Class B Common Shares which have not been converted prior to the effective date of such reorganization, merger, amalgamation, arrangement, business combination, other consolidation or sale, shall be entitled to receive and shall accept, on the effective date of such conversion or thereafter, in lieu of the number of Class A Common Shares to which it (or they) were entitled upon conversion, an aggregate number of shares or other securities or

property of the Corporation or of the resulting corporation resulting from the merger, amalgamation, arrangement, business combination or other consolidation of the Corporation, or to which sale may be made, as the case may be, that such holder would have been entitled to receive as a result of such capital reorganization, merger, amalgamation, arrangement, business combination or other consolidation or sale, if, on the effective date thereof the holder had been the registered holder of the number of Class A Common Shares to which such holder was entitled upon conversion; provided that no such reorganization, consolidation, merger, amalgamation, arrangement, business combination or other consolidation or sale shall be carried into effect unless, in the opinion of the Board, all necessary steps have been taken to ensure that the holders of Class B Common Shares shall thereafter be entitled to receive such number of shares or other securities or property of the Corporation or of the corporation resulting from the merger, amalgamation, arrangement, business combination, other consolidation or to which such sale may be made, as the case may be, subject to adjustment thereafter in accordance with provisions similar, as nearly as may be, to those contained in this paragraph.

(C) If and whenever at any time prior to the conversion of the Class B Common Shares the Corporation proposes to issue to the holders of the Class A Common Shares generally subscription warrants, or other rights to purchase any shares or other securities of the Corporation, or to pay any dividend among the Class A Common Shares or to make any distribution to the holders of the Class A Common Shares, the Corporation shall, in the sole discretion of the Board (but subject to paragraph 3(a)(ii) above), either (i) issue, pay or distribute such warrants, rights, dividends and distributions to the holders of the Class B Common Shares pro rata based on the number of Class A Common Shares into which the Class B Common Shares are then convertible, taking into account any prior adjustments in accordance with this paragraph 3(b)(v)(C), or (ii) make such adjustment to the conversion rights of the Class B Common Shares as is equitable in the circumstances to put the holders of the Class B Common Shares in as nearly as possible the same position as though they had received such issuance, payment or distribution.

(D) The adjustments provided for in this paragraph 3(b)(v) are cumulative and shall apply to successive events resulting in any adjustment under such provisions. The Corporation shall promptly deliver written notice to each registered holder of Class B Common Shares of any such adjustment, including basis for the determination thereof.

(E) Any required notice to be given to a holder of Class B Common Shares shall be delivered by mail, hand delivery or courier to the address of such holder in the share register maintained for the Corporation or to such other address or by such other means (including by electronic mail) as may be authorized in writing by the holder, including pursuant to the applicable Subscription Agreement for the Class B Common Shares.

Any notice required to be given to the Corporation shall be delivered by mail, hand delivery or courier to the registered office of the Corporation or to such other address or by such other means (including by electronic mail) as may be authorized in writing by the Corporation, including pursuant to the applicable Subscription Agreement for the Class B Common Shares.

4. Preferred Shares

(a) The Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the Preferred Shares may at any time and 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 directors of the Corporation; and

(ii) subject to the provisions of the Business Corporations Act (Alberta), the directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares.

Articles of Amalgamation

of

PRAIRIE THUNDER RESOURCES LTD.

(the "Corporation")

Schedule B

Item 3 - Restrictions on share transfers:

The right to transfer shares of the Corporation is restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation to any person who is not a shareholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.

Articles of Amalgamation

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PRAIRIE THUNDER RESOURCES LTD.

(the "Corporation")

Schedule C

Item 6 - Other rules or provisions:

1. The number of direct or indirect beneficial owners of securities of the Corporation will be limited to not more than 50, not including employees and former employees of the Corporation or any of its affiliates, 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, shall be counted as a separate beneficial owner. For purposes of this paragraph, the term "securities" does not include non-convertible debt securities of the Corporation.

2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

3. The Corporation has a lien on the shares of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

4. The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no securityholder shall be entitled to transfer any securities of the Corporation to any person who is not a securityholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.

5. 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 meeting of the Corporation.

6. Meetings of the shareholders may be held at any place within Canada, the United States of America or in any other place selected by the directors of the Corporation in accordance with applicable corporate legislation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2023/11/01

Corporate Access Number: 2025595451

Business Number:

Service Request Number: 40780403
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: PRAIRIE THUNDER RESOURCES LTD.
Business Number:
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1100-225 6 AVE SW BROOKFIELD PLACE
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P1N2

RECORDS ADDRESS

Street: 1100-225 6 AVE SW BROOKFIELD PLACE
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P1N2

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Email Address: CORPAB@LAWSONLUNDELL.COM
Share Structure: SEE ATTACHED SCHEDULE A
Share Transfers Restrictions: SEE ATTACHED SCHEDULE B
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 9
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE C

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2023/11/01

Agent for Service

Agent for Service Type: Primary

Last Name: SIMPSON

First Name: CAROLYN

Middle Name: E.

Firm Name: LAWSON LUNDELL LLP

Street: 1100-225 6 AVE SW BROOKFIELD PLACE

City: CALGARY

Province: ALBERTA

Postal Code: T2P1N2

Email Address: CORPAB@LAWSONLUNDELL.COM

Director

Last Name: TINDALL

First Name: KENTON

Middle Name:

Street/Box Number: 5950 BERKSHIRE LANE, SUITE 1000

City: DALLAS

Province: TEXAS

Postal Code: 75225

Country:

Named On Stat Dec:

Last Name: ADAIR

First Name: KEVIN

Middle Name: LLOYD

Street/Box Number: 2500, 333 - 7TH AVE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P2Z1

Country:

Named On Stat Dec:

Last Name: PATE

First Name: OSCAR

Middle Name:

Street/Box Number: 5950 BERKSHIRE LANE, SUITE 1000

City: DALLAS
Province: TEXAS
Postal Code: 75225
Country:
Named On Stat Dec:

Last Name: VREDENBURG
First Name: HARRIE
Middle Name:
Street/Box Number: 2500, 333 - 7TH AVE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P2Z1
Country:
Named On Stat Dec:

Last Name: SCHLEGEL
First Name: MARCUS
Middle Name:
Street/Box Number: 2500, 333 - 7TH AVE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P2Z1
Country:
Named On Stat Dec: Y

Last Name: ANEED
First Name: ROY
Middle Name:
Street/Box Number: 5950 BERKSHIRE LANE, SUITE 1000
City: DALLAS
Province: TEXAS
Postal Code: 75225
Country:
Named On Stat Dec:

Last Name: PUTNAM
First Name: MITCH
Middle Name:
Street/Box Number: 2500, 333 - 7TH AVE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P2Z1
Country:
Named On Stat Dec:

Last Name: GABEL
First Name: BRAD
Middle Name:
Street/Box Number: 2500, 333 - 7TH AVE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P2Z1
Country:
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Business Number	Legal Entity Name
2019442728	123541252	CANAMAX ENERGY LTD.
2023114420	722380524	PRAIRIE THUNDER RESOURCES LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2023/11/01
Restrictions on Share Transfers	ELECTRONIC	2023/11/01
Statutory Declaration	10000807142488936	2023/11/01
Other Rules or Provisions	ELECTRONIC	2023/11/01

Registration Authorized By: IAN BUCHANAN
OFFICER

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.