

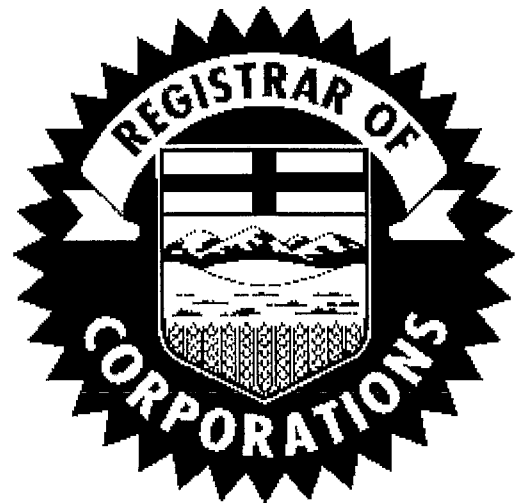
CORPORATE ACCESS NUMBER: 2020141186

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**PARKLAND FUEL CORPORATION
IS THE RESULT OF AN AMALGAMATION FILED ON 2017/01/01.**



**Articles of Amalgamation
For
PARKLAND FUEL CORPORATION**

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL AND SCHEDULE OF SERIES PROVISIONS ARE INCORPORATED INTO AND FORM PART OF THIS FORM.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 15

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: KEVIN MYSON
SOLICITOR**

SCHEDULE OF SHARE CAPITAL

The Corporation is authorized to issue:

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

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

such shares having attached thereto the following rights, privileges, restrictions and conditions:

A. Common Shares

The 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.

B. Preferred Shares

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.

SCHEDULE OF SERIES PROVISIONS

Series 1 Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Series 1 Preferred Shares (the "Special Shares") in the capital of Parkland Fuel Corporation (the "Corporation") are as follows:

(a) Dividends: The holders of the Special Shares will be entitled to receive non-cumulative cash dividends, if, as and when declared by the directors of the Corporation, in such amounts and payable in such manner and at such times as the directors of the Corporation may from time to time determine. The directors may, in their sole discretion, declare dividends on the Special Shares to the exclusion of any other class of shares of the Corporation.

(b) Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, holders of the Special Shares will be entitled to receive, before any amount shall be paid by the Corporation or any assets of the Corporation shall be distributed to holders of common shares of the Corporation or holders of any other shares of any other class of the Corporation, an amount equal to the Redemption Amount (as hereinafter defined) in respect of each Special Share held by them, respectively, to the extent of the amount or value of the assets of the Corporation available under applicable law for payment to holders of shares of the Corporation upon liquidation, dissolution or winding up of the Corporation. After payment to the holders of the Special Shares of the amount provided above in this paragraph (b), such holders will not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

(c) Redemption by Corporation: The Corporation may redeem at any time the whole, or from time to time any part, of the then outstanding Special Shares from the holders thereof on payment (which may, at the discretion of the Corporation, be made through the issuance of a promissory note or promissory notes) of: (i) an amount for each Special Share to be redeemed equal to the amount specified by the directors (in a resolution duly passed at the time of the issuance of such Special Share) as the amount for which such Special Share may be redeemed, purchased or otherwise acquired by the Corporation, such amount to be expressed as a dollar amount (and not determined by a formula) equal to the aggregate fair market value of the consideration received by the Corporation on the issuance of Special Shares (which may consist of or include property other than cash) divided by the number of Special Shares so issued; and (ii) all declared and unpaid dividends on such Special Share. The amount contemplated by paragraphs (i) and (ii) above in this paragraph (c) is referred to herein as the "Redemption Amount".

(d) Retraction by Holder: Subject to applicable law, a holder of Special Shares will be entitled to require the Corporation to redeem, at any time, all or any of the Special Shares held by such holder, by tendering to the Corporation at its registered office a share certificate or certificates representing the Special Shares that the holder wishes to have the Corporation redeem together with a written request specifying the number of Special Shares to be redeemed and the business day (herein referred to as the "Retraction Date'') on which the holder wishes to have the Corporation redeem the Special Shares. Following receipt of such share certificate or certificates and written request, the Corporation will, on the Retraction Date (or as soon as practicable thereafter), redeem such Special Shares by paying to the holder the Redemption Amount for each Special Share so redeemed.

(e) Cancellation: Any Special Shares that are redeemed by the Corporation as aforesaid will for all purposes be considered to have been redeemed on, and will be cancelled concurrently with, the payment of the Redemption Amount by the Corporation to or for the benefit of the holder thereof.

(f) No Dilution: For so long as any Special Shares are outstanding, the Corporation will not: (i) declare or pay any dividend on the shares of any other class of the Corporation; or (ii) redeem, purchase for cancellation or otherwise acquire any shares of any other class of the Corporation, if, in the opinion of the directors of the Corporation, the payment of such dividend or the consideration payable in connection with such redemption, purchase or other acquisition, as the case may be, would reduce the net realizable value of the assets of the Corporation (after taking into account all the liabilities of the Corporation) to an amount that is less than the product of the Redemption Amount of each Special Share multiplied by the number of Special Shares outstanding immediately before the time of payment of such dividend or consideration, as the case may be.

(g) Voting Rights: Subject to applicable law, holders of the Special Shares shall be entitled to receive notice of, and to attend, all meetings of shareholders, except meetings at which only the holders of a specified class or series of shares of the Corporation are entitled to vote, and shall be entitled to that number of votes (taking into account the votes attributable to any other shares held by the holder of the Special Shares), in the aggregate, that would enable the holder of the Special Shares to exercise de jure control of the Corporation at any time that the Special Shares are outstanding, being fifty percent (50%) plus one (1) of all votes attributable to all shares of the Corporation which are outstanding at the particular time.

SCHEDULE OF OTHER PROVISIONS

1. 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.

2. 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: 2017/01/01

Corporate Access Number: 2020141186

Service Request Number: 26285308
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: PARKLAND FUEL CORPORATION
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 5101, 333 - 96TH AVENUE N.E.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T3K 0S3

RECORDS ADDRESS

Street: 5101, 333 - 96TH AVENUE N.E.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T3K 0S3

ADDRESS FOR SERVICE BY MAIL

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

Share Structure:

THE ATTACHED SCHEDULE OF SHARE CAPITAL AND SCHEDULE OF SERIES PROVISIONS ARE INCORPORATED INTO AND FORM PART OF THIS FORM.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 15

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2017/01/01

Director

Last Name: BECHTOLD
First Name: JOHN
Middle Name: F.
Street/Box Number: 5101, 333 - 96TH AVENUE N.E.
City: CALGARY
Province: ALBERTA
Postal Code: T3K 0S3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: ESPEY
First Name: ROBERT
Middle Name: B.
Street/Box Number: 5101, 333 - 96TH AVENUE N.E.
City: CALGARY
Province: ALBERTA
Postal Code: T3K 0S3
Country:
Resident Canadian: Y

Named On Stat Dec: Y

Last Name: PILLA
First Name: DOMENIC
Middle Name:
Street/Box Number: 5101, 333 - 96TH AVENUE N.E.
City: CALGARY
Province: ALBERTA
Postal Code: T3K 0S3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: PANTELIDIS
First Name: JAMES
Middle Name:
Street/Box Number: 5101, 333 - 96TH AVENUE N.E.
City: CALGARY
Province: ALBERTA
Postal Code: T3K 0S3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SPENCER
First Name: DAVID
Middle Name: A.
Street/Box Number: 4500, 855 - 2ND STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K7
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: COLNETT
First Name: LISA
Middle Name:
Street/Box Number: 5101, 333 - 96TH AVENUE N.E.
City: CALGARY
Province: ALBERTA
Postal Code: T3K 0S3
Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: HOGARTH

First Name: TIMOTHY

Middle Name:

Street/Box Number: 700 - 1122 INTERNATIONAL BLVD.

City: BURLINGTON

Province: ONTARIO

Postal Code: L7L 6Z8

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: STEIN

First Name: DEBORAH

Middle Name:

Street/Box Number: 5101, 333 - 96TH AVENUE N.E.

City: CALGARY

Province: ALBERTA

Postal Code: T3K 0S3

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
209965201	PARKLAND INDUSTRIES LTD.
2015222033	PARKLAND FUEL CORPORATION
2019743117	1974311 ALBERTA LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000707106594628	2017/01/01
Share Structure	ELECTRONIC	2017/01/01
Other Rules or Provisions	ELECTRONIC	2017/01/01
Shares in Series	ELECTRONIC	2017/01/01

**Registration Authorized By: KEVIN MYSON
SOLICITOR**