

CORPORATE ACCESS NUMBER: 2025060712

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**LYCOS ENERGY INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2023/05/01.**



**Articles of Amalgamation
For
LYCOS ENERGY INC.**

Share Structure: SCHEDULE "A" ATTACHED
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SCHEDULE "B" ATTACHED

**Registration Authorized By: DAVID BURTON
PRESIDENT**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2023/05/01

Corporate Access Number: 2025060712

Business Number:

Service Request Number: 39469787
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: LYCOS ENERGY INC.

Business Number:

French Equivalent Name:

Nuans Number:

Nuans Date:

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: T2P5C5

RECORDS ADDRESS

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

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P5C5

ADDRESS FOR SERVICE BY MAIL

Post Office Box:

City:

Province:

Postal Code:

Email Address: ABREMINDERS@STIKEMAN.COM

Share Structure: SCHEDULE "A" ATTACHED

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SCHEDULE "B" ATTACHED
Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2023/05/01

Agent for Service

Agent for Service Type: Primary
Last Name: CHATWIN
First Name: KEITH
Middle Name: R.
Firm Name: STIKEMAN ELLIOTT LLP
Street: 4300 BANKERS HALL WEST, 888 - 3RD STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P5C5
Email Address: ABREMINDERS@STIKEMAN.COM

Director

Last Name: OLSON
First Name: KEVIN
Middle Name:
Street/Box Number: 2600, 333 - 7TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P2Z1
Country:
Named On Stat Dec:

Last Name: ATKINSON
First Name: IAN
Middle Name:
Street/Box Number: 534 SALEM AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3C2K6

Country:

Named On Stat Dec:

Last Name: HORVATH

First Name: ALI

Middle Name:

Street/Box Number: 2600, 333 - 7TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P2Z1

Country:

Named On Stat Dec:

Last Name: BEYNON

First Name: BRUCE

Middle Name:

Street/Box Number: 2600, 333 - 7TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P2Z1

Country:

Named On Stat Dec:

Last Name: JOHNSTON

First Name: KELVIN

Middle Name:

Street/Box Number: 2370, 440 - 2ND AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P5E9

Country:

Named On Stat Dec:

Last Name: BURTON

First Name: DAVID

Middle Name:

Street/Box Number: 2600, 333 - 7TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P2Z1

Country:

Named On Stat Dec: Y

Last Name: COWIE

First Name: DON

Middle Name:

Street/Box Number: 2370, 440 - 2ND AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P5E9

Country:

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Business Number	Legal Entity Name
2021228859	747925717	CHRONOS DUVERNAY GP LTD.
2021237561	791229271	CHRONOS DUVERNAY SUBCO LTD.
2021253139	790376339	CHRONOS DUVERNAY MIS LTD.
2021253634	790378335	CHRONOS DUVERNAY LTD.
2024819423		LYCOS ENERGY INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000107140053675	2023/05/01
Other Rules or Provisions	ELECTRONIC	2023/05/01
Share Structure	ELECTRONIC	2023/05/01

Registration Authorized By: DAVID BURTON
PRESIDENT

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.

Schedule "A"

THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES THAT
THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. An unlimited number of Common shares, the holders of which are entitled:
 - (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any of such classes of shares without being obliged to declare any dividends on the Common voting shares of the Corporation;
 - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation; and
 - (d) to the rights, privileges and restrictions normally attached to common shares;
2. An unlimited number of Preferred shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred 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, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;
 - (b) 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 amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the voting and non-voting Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. 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 such Preferred shares as may be fixed in accordance with clause (2)(a); and

- (c) 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 rateably in respect of accumulated dividends and return of capital.

Schedule "B"

OTHER RULES OR 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 one-third (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 of the Corporation shall be held anywhere in Canada that the directors determine.



10000107140053675

STATUTORY DECLARATION

CAN: 2025060712

CANADA
PROVINCE OF ALBERTA
TO WITNESS



IN THE MATTER of the amalgamation effective May 1, 2023 of Lycos Energy Inc., Chronos Duvernay Ltd., Chronos Duvernay SubCo Ltd., Chronos Duvernay MIS Ltd. and Chronos Duvernay GP Ltd. (the "Amalgamating Corporations") as a corporation to be known as Lycos Energy Inc. (the "Amalgamated Corporation")

I, **David Burton**, of the City of Calgary, in the Province of Alberta, **DO SOLEMNLY DECLARE THAT:**

1. I am a proposed director of the Amalgamated Corporation and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such enquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Amalgamated Corporation will be able to pay its liabilities as they become due,
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
 - (c) no creditor will be prejudiced by the amalgamation.

AND I make this declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath. I intend this statutory declaration to be a solemn declaration under the *Canada Evidence Act*.

DECLARED before me at the City of Calgary, in the Province of Alberta, this 28th day of April, 2023 in accordance with O. Reg 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:
Bailey Szoke
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Bailey Szoke

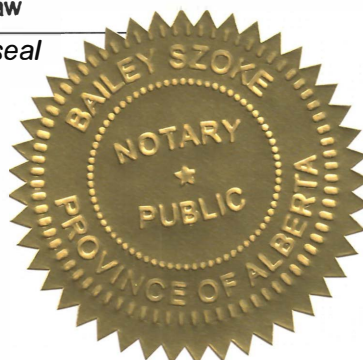
DocuSigned by:
David Burton
3AC0D947E93A44C...

David Burton

A Commissioner for Oaths / Notary Public in and for the Province of Alberta.

My Appointment Does Not Expire
Bailey Szoke
Student-at-Law

Print name and affix notary seal



DS
BS

DS
DB

Articles of Amalgamation

Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

Lycos Energy Inc.

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

Schedule "A" Attached

3. Restrictions on share transfers (if any):

None

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

The corporation shall have a minimum of three (3) and a maximum of fifteen (15)

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 rules or provisions (if any):

Schedule "B" Attached

7. Name of Amalgamating Corporations


Corporate Access Number

Lycos Energy Inc.	2024819423
Chronos Duvernay Ltd.	2021253634
Chronos Duvernay SubCo Ltd.	2021237561
Chronos Duvernay GP Ltd.	2021228859
Chronos Duvernay MIS Ltd.	2021253139

8. Date Authorized:

May 1, 2023

Month / Day / Year

<p>Name & Title of Person Authorizing (<i>please print</i>)</p> <p style="text-align: center;">David Burton President & Chief Executive Officer</p>	<p>Address: (<i>including postal code</i>)</p> <p style="text-align: center;">2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1</p>	<p>Authorized Signature</p> <p>DocuSigned by:</p>  <p style="text-align: center;">3AC0D917E93A44C...</p>
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Schedule "A"

THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. An unlimited number of Common shares, the holders of which are entitled:
 - (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any of such classes of shares without being obliged to declare any dividends on the Common voting shares of the Corporation;
 - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation; and
 - (d) to the rights, privileges and restrictions normally attached to common shares;
2. An unlimited number of Preferred shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred 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, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;
 - (b) 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 amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the voting and non-voting Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. 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 such Preferred shares as may be fixed in accordance with clause (2)(a); and
 - (c) 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 rateably in respect of accumulated dividends and return of capital.

Schedule "B"

OTHER RULES OR 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 one-third (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 of the Corporation shall be held anywhere in Canada that the directors determine.

Notice of Address and Agent for Service

Business Corporations Act
Sections 20 and 20.1

1. Name of Corporation

Lycos Energy Inc.

2. Address of Registered Office (Street address, including postal code, or legal land description)

4300 Bankers Hall West
888 – 3rd Street S.W.
Calgary, AB T2P 5C5

3. Records Office (Street address, including postal code, or legal land description)

4300 Bankers Hall West
888 – 3rd Street S.W.
Calgary, AB T2P 5C5

4. Agent for Service (Full name and street address, including postal code and email address)

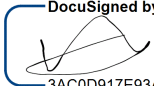
Keith R. Chatwin
Stikeman Elliott LLP
4300 Bankers Hall West
888 – 3rd Street S.W.
Calgary, AB T2P 5C5
Email: ABReminders@stikeman.com

5. Email Address for Annual Return Reminders

ABReminders@stikeman.com

6. Date Authorized: May 1, 2023

Month / Day / Year

DocuSigned by:

3AC0D917E93A44C

(Authorized Signatory)

David Burton
President & Chief Executive Officer

(Print Name & Title of Authorized Person)

Notice of DirectorsBusiness Corporations Act
Section 106**1. Name of Corporation****Lycos Energy Inc.****2. On the date of Amalgamation the following persons were appointed Director(s):**

Name of Director <i>(First, Second, Last)</i>	Mailing Address <i>(including postal code)</i>
Kevin Olson	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
Ian Atkinson	534 Salem Avenue S.W., Calgary, Alberta, T3C 2K6
Ali Horvath	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
Kelvin Johnston	2370, 440 – 2nd Avenue S.W., Calgary, Alberta T2P 5E9
Bruce Beynon	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
David Burton	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
Don Cowie	2370, 440 – 2nd Avenue S.W., Calgary, Alberta T2P 5E9

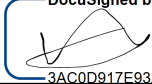
3. The following persons ceased to hold office as Director(s) on N/A :
year / month / day

Name of Director <i>(First, Second, Last)</i>	Mailing Address <i>(including postal code)</i>

4. As of this date, the Director(s) of the corporation are:

Name of Director <i>(First, Second, Last)</i>	Mailing Address <i>(including postal code)</i>
Kevin Olson	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
Ian Atkinson	534 Salem Avenue S.W., Calgary, Alberta, T3C 2K6
Ali Horvath	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
Kelvin Johnston	2370, 440 – 2nd Avenue S.W., Calgary, Alberta T2P 5E9
Bruce Beynon	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
David Burton	2600, 333 - 7th Avenue S.W., Calgary, Alberta, T2P 2Z1
Don Cowie	2370, 440 – 2nd Avenue S.W., Calgary, Alberta T2P 5E9

5. Date Authorized: May 1, 2023
Month / Day / Year

DocuSigned by:

 3AC0D917E93A44C
 (Authorized Signatory)

David Burton
 President & Chief Executive Officer

(Print Name & Title of Authorized Person)