



Industry Canada Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi régissant les sociétés  
par actions de régime fédéral**

**MAJOR DRILLING GROUP INTERNATIONAL INC. 308128-1**

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi régissant les sociétés par actions de régime fédéral*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

October 31, 1994/le 31 octobre 1994

Date of Amalgamation - Date de fusion

**Canada**



Consumer and  
Corporate Affairs Canada  
Canada Business Corporations Act

Consommation et  
Affaires commerciales Canada  
Loi régissant les sociétés  
par actions de régime fédéral

FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)

FORMULE 9  
STATUTS DE FUSION  
(ARTICLE 185)

1 — Name of Amalgamated Corporation <b>MAJOR DRILLING GROUP INTERNATIONAL INC.</b>	Dénomination de la société issue de la fusion			
2 — The place within Canada where the registered office is to be situated <b>1776 Elmwood Drive, Moncton, N.B. E1C 8J8</b>	Lieu au Canada où doit être situé le siège social			
3 — The classes and any maximum number of shares that the corporation is authorized to issue <b>an unlimited number of shares of one class (common), the rights, privileges, restrictions and conditions of which are set out in the annexed Schedule 1, which is incorporated in this form.</b>	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre			
4 — Restrictions if any on share transfers <b>The annexed Schedule 2 is incorporated in this form.</b>	Restrictions sur le transfert des actions, s'il y a lieu			
5 — Number (or minimum and maximum number) of directors <b>Minimum of 3 and maximum of 10.</b>	Nombre (ou nombre minimum et maximum) d'administrateurs			
6 — Restrictions if any on business the corporation may carry on <b>There are no restrictions.</b>	Limites imposées quant aux activités que la société peut exploiter, s'il y a lieu			
7 — Other provisions if any <b>The annexed Schedule 3 is incorporated in this form.</b>	Autres dispositions s'il y a lieu			
8 — The amalgamation agreement has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in item 10 below in accordance with Section 183 of the Canada Business Corporations Act.  The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in item 10 below in accordance with Section 184 of the Canada Business Corporations Act. These articles of amalgamation are the same as the articles of incorporation of (name the designated amalgamating corporation).				
<input checked="" type="checkbox"/> La convention de fusion a été approuvée par résolutions spéciales des actionnaires de chacune des sociétés fusionnantes énumérées à la rubrique 10 ci-dessous, en conformité de l'article 183 de la Loi régissant les sociétés par actions de régime fédéral. <input type="checkbox"/> La fusion a été approuvée par résolution des administrateurs de chacune des sociétés fusionnantes énumérées à la rubrique 10 ci-dessous en conformité de l'article 184 de la Loi régissant les sociétés par actions de régime fédéral. Les présents statuts de fusion sont les mêmes que les statuts constitutifs de (nommer la société fusionnante désignée).				
9 — Name of the amalgamating Corporation the by-laws of which are to be the by-laws of the amalgamated corporation <b>See By-laws attached as schedule "A"</b>	Dénomination de la société fusionnante dont les règlements administratifs seront ceux de la société issue de la fusion			
10 — Name of Amalgamating Corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Description of Office Description du poste
2912503 Canada Inc.	2912503	<i>E. Hogan</i>	Oct 24/91	President
DOMINIK DRILLING (1981) INC.	291588-0	<i>E. Hogan</i>	Oct 24/91	President
IDEAL DRILLING (1980) LTD.	307462-5	<i>E. Hogan</i>	Oct 24/91	President
IDEAL DRILLING (N.S.) LIMITED	307461-7	<i>E. Hogan</i>	Oct 24/91	President
FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT Corporation No. — N° de la société <b>308128-1</b>		Filed — Déposée	OCT 24 1991	

SCHEDULE 1

ARTICLES OF INCORPORATION

- (1) The rights, privileges, restrictions and conditions attaching to the common shares are as follows:
- (a) Payment of Dividends: The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
- (b) Participation upon 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, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the common shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
- (c) Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

SCHEDULE 2  
ARTICLES OF INCORPORATION

No share in the capital of the Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors present at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

SCHEDULE 3  
ARTICLES OF INCORPORATION

- (1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- (2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (3) The actual number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.



Industry Canada      Industrie Canada

Canada Business  
Corporations Act      Loi canadienne sur  
les sociétés par actions

I HEREBY CERTIFY THAT THE  
ATTACHED IS A TRUE COPY OF THE  
DOCUMENT MAINTAINED IN THE  
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE  
DOCUMENT CI-JOINT EST UNE COPIE  
EXACTE D'UN DOCUMENT CONTENU  
DANS LES LIVRES TENUS PAR LE  
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



Industry Canada Industrie Canada

**Certificate  
of Amendment**

**Canada Business  
Corporations Act**

**Certificat  
de modification**

**Loi canadienne sur  
les sociétés par actions**

**MAJOR DRILLING GROUP INTERNATIONAL INC. 308128-1**

Name of corporation-Dénomination de la société

I hereby certify that the articles of the above-named corporation were amended

(a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

(b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

(d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

(e) under section 192 of the *Canada Business Corporations Act* as set out in the attached articles of arrangement.

e) en vertu de l'article 192 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses d'arrangement ci-jointes.

Director - Directeur

March 8, 1995/le 8 mars 1995  
Date of Amendment - Date de modification

**Canada**

SENT BY: McCARTHY TETRAULT TOR : 3- 8-95 : 3:35PM :

4168681863→

5068579211;# 3

	Consumer and Corporate Affairs Canada	Consommation et Affaires commerciales Canada	FORM 4	FORMULE 4
	Canada Business Corporations Act	Loi réglementant les sociétés par actions du régime fédéral	ARTICLES OF AMENDMENT (SECTION 27 OR 177)	CLAUSES MODIFICATRICES (ARTICLES 27 OU 177)

1 — Name of corporation — Dénomination de la société  MAJOR DRILLING GROUP INTERNATIONAL INC.	2 — Corporation No. — N° de la société  308128-1
---	--

3 — The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

- (1) to delete Schedule 2 of Article 4 of the Articles of Amalgamation; and
- (2) to delete paragraphs (1) and (2) of Schedule 3 of Article 7 of the Articles of Amalgamation.

Date March 8, 1995	Signature Ronald J. Goguen	Title — Titre President 
7530-21-030-367 (01-03) 46		FOR DEPARTMENTAL USE ONLY - A L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposée
MAR - 9 1995		