

**Articles of Incorporation
For
PINE CLIFF ENERGY LTD.**

Share Structure: SEE ATTACHED "SHARE STRUCTURE".
Share Transfers Restrictions: NO RESTRICTIONS.
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 15
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: SEE ATTACHED "OTHER RULES OR PROVISIONS".

**Registration Authorized By: MICHAEL R. MERCIER
INCORPORATOR**

SHARE STRUCTURE
OF
PINE CLIFF ENERGY LTD.
(th"Corporation")

The classes and any maximum number of shares that the Corporation is authorized to issue are set out herein.

1. Common Shares

The Corporation is authorized to issue a class of shares consisting of an unlimited number of shares designated as Common Shares, with the rights, privileges, restrictions and conditions attaching thereto being as follows:

(a) Subject to the provisions of subparagraph 1(d) below, the holders of Common Shares shall have the right to receive notice of and to attend and vote at any meetings of shareholders of the Corporation, except any meetings at which only the holders of other classes or series of shares are entitled to receive notice of and to attend and vote at.

(b) Subject to the provisions of subparagraph 1(d) below, the holders of Common Shares shall have the right to receive any dividend declared by the Corporation on the Common Shares; provided however, that dividends may be declared and paid by the Corporation on any other class or classes of shares in the capital of the Corporation or series thereof to the exclusion of dividends on the Common Shares.

(c) Subject to the provisions of subparagraph 1(d) below, the holders of Common Shares shall have the right to receive the remaining property of the Corporation on its dissolution, liquidation, winding-up or other distribution of its assets or property among its shareholders for the purpose of winding-up its affairs.

(d) The rights, privileges, restrictions and conditions set forth above are subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares in the capital of the Corporation now or hereafter created or designated and expressed to have priority or preference over the Common Shares. Without limiting the generality of the foregoing, the rights, privileges, restrictions and conditions set forth above are subject to the rights, privileges, restrictions and conditions attaching to the Class B Shares and each series thereof.

2. Class B Shares

The Corporation is also authorized to issue a class of shares consisting of an unlimited number of shares designated as Class B Shares, with the rights, privileges, restrictions and conditions attaching thereto being as follows:

(a) The Class B Shares may from time to time be issued in one or more series. The directors of the Corporation are authorized to fix, before the issue thereof, the number of shares in each series and to determine, subject to the provisions of subparagraphs 2(b) and 2(c) below, before the issue thereof, the designation, rights, privileges, restrictions and conditions attaching to the Class B Shares of each series, including, without limiting the generality of the foregoing, the following rights, privileges, restrictions and conditions:

(i) the rate and nature of dividends (if any) including, without limitation, whether the same are cumulative or non-cumulative;

(ii) the date of payment of any dividends;

(iii) whether the particular series of Class B Shares are to be redeemable and/or retractable and the redemption and/or retraction price and conditions of redemption and/or retraction (if redeemable and/or retractable);

(iv) the voting rights (if any);

(v) the conversion rights (if any);

(vi) the preferences or priorities over other classes or series of shares in the capital of the Corporation upon the dissolution, liquidation or winding-up of the Corporation or other distribution of its assets or property among its shareholders for the purpose of winding-up its affairs; and

(vii) any other preferences or priorities over any other class or series of shares in the capital of the Corporation.

(b) The Class B Shares, and each series thereof, will have priority and preference over the Common Shares in respect of rights to receive any dividends declared by the Corporation and in respect of rights to receive the remaining property of the Corporation on its dissolution, liquidation, winding-up or other distribution of its assets or property among its shareholders for the purpose of

winding-up its affairs.

(c) Except as provided in subparagraph 2(b) above, the rights, privileges, restrictions and conditions set forth in subparagraph 2(a) above are subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares in the capital of the Corporation now or hereafter created or designated and expressed to have priority or preference over the Class B Shares.

OTHER RULES OR PROVISIONS
OF
PINE CLIFF ENERGY LTD.
(the "Corporation")

1. Without limiting the borrowing powers of the Corporation as set forth in the Business Corporations Act (Alberta) ("Act") and in its By-Laws, the Board of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness or liability of the Corporation.

The Board may from time to time delegate to one or more of the Directors and Officers of the Corporation all or any of the powers conferred on the Board by the foregoing or by the Act, to such extent and in such manner as the Board shall determine at the time of each such delegation.

Nothing in this provision 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.

2. 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 the number of Directors who held office at the expiration of the last annual meeting of the Corporation, and provided that in making such appointment the Directors shall not exceed the maximum number of Directors provided for in Clause 4 of these Articles of Incorporation.

3 Subject to the provisions of the Act, meetings of Shareholders or Directors of the Corporation may be held at any place within or outside of Alberta.

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(b) Subject to the provisions of subparagraph 1(d) below, the holders of Common Shares shall have the right to receive any dividend declared by the Corporation on the Common Shares; provided however, that dividends may be declared and paid by the Corporation on any other class or classes of shares in the capital of the Corporation or series thereof to the exclusion of dividends on the Common Shares.

(c) Subject to the provisions of subparagraph 1(d) below, the holders of Common Shares shall have the right to receive the remaining property of the Corporation on its dissolution, liquidation, winding-up or other distribution of its assets or property among its shareholders for the purpose of winding-up its affairs.

(d) The rights, privileges, restrictions and conditions set forth above are subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares in the capital of the Corporation now or hereafter created or designated and expressed to have priority or preference over the Common Shares. Without limiting the generality of the foregoing, the rights, privileges, restrictions and conditions set forth above are subject to the rights, privileges, restrictions and conditions attaching to the Class B Shares and each series thereof.

2. Class B Shares

The Corporation is also authorized to issue a class of shares consisting of an unlimited number of shares designated as Class B Shares, with the rights, privileges, restrictions and conditions attaching thereto being as follows:

(a) The Class B Shares may from time to time be issued in one or more series. The directors of the Corporation are authorized to fix, before the issue thereof, the number of shares in each series and to determine, subject to the provisions of subparagraphs 2(b) and 2(c) below, before the issue thereof, the designation, rights, privileges, restrictions and conditions attaching to the Class B Shares of each series, including, without limiting the generality of the foregoing, the following rights, privileges, restrictions and conditions:

(i) the rate and nature of dividends (if any) including, without limitation, whether the same are cumulative or non-cumulative;

(ii) the date of payment of any dividends;

(iii) whether the particular series of Class B Shares are to be redeemable and/or retractable and the redemption and/or retraction price and conditions of redemption and/or retraction (if redeemable and/or retractable);

(iv) the voting rights (if any);

(v) the conversion rights (if any);

(vi) the preferences or priorities over other classes or series of shares in the capital of the Corporation upon the dissolution, liquidation or winding-up of the Corporation or other distribution of its assets or property among its shareholders for the purpose of winding-up its affairs; and

(vii) any other preferences or priorities over any other class or series of shares in the capital of the Corporation.

(b) The Class B Shares, and each series thereof, will have priority and preference over the Common Shares in respect of rights to receive any dividends declared by the Corporation and in respect of rights to receive the remaining property of the Corporation on its dissolution, liquidation, winding-up or other distribution of its assets or property among its shareholders for the purpose of

winding-up its affairs.

(c) Except as provided in subparagraph 2(b) above, the rights, privileges, restrictions and conditions set forth in subparagraph 2(a) above are subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares in the capital of the Corporation now or hereafter created or designated and expressed to have priority or preference over the Class B Shares.

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- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness or liability of the Corporation.

The Board may from time to time delegate to one or more of the Directors and Officers of the Corporation all or any of the powers conferred on the Board by the foregoing or by the Act, to such extent and in such manner as the Board shall determine at the time of each such delegation.

Nothing in this provision 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.

2. 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 the number of Directors who held office at the expiration of the last annual meeting of the Corporation, and provided that in making such appointment the Directors shall not exceed the maximum number of Directors provided for in Clause 4 of these Articles of Incorporation.

3. Subject to the provisions of the Act, meetings of Shareholders or Directors of the Corporation may be held at any place within or outside of Alberta.