

CORPORATE ACCESS NUMBER: 2015786474

Alberta

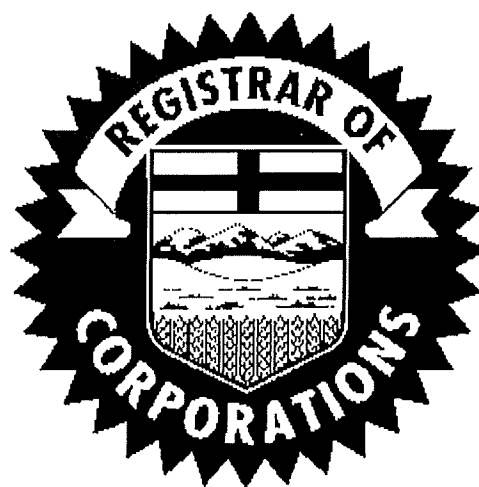
BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT

**HIGH ARCTIC ENERGY SERVICES INC.
AMENDED ITS ARTICLES ON 2011/06/14.**



BUSINESS CORPORATIONS ACT

(Section 29 or 177)

ALBERTA
CORPORATE REGISTRY

ARTICLES OF AMENDMENT

1. Name of Corporation

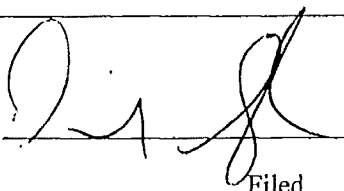
2. Corporate Access Number

HIGH ARCTIC ENERGY SERVICES INC.

2015786474

1. Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta) (the "Act"), the articles of the Corporation are hereby amended to change the issued Common shares of the Corporation into a different number of shares of the same Class on the basis of one 1 Common share for each five (5) Common shares currently issued and outstanding.

Date: 09/10/11

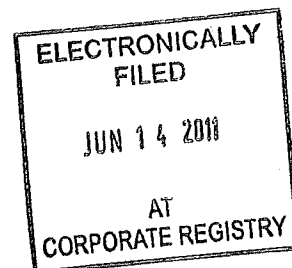
Signature: 

Filed

Title: EXECUTIVE VICE
PRESIDENT AND
GENERAL COUNSEL

For Departmental Use Only:
Form 4

CCA-06-104 151/92



Section 173(1)(f) Schedule

All issued and outstanding Common shares in the capital of the Corporation are hereby converted on the basis of 1 Common share for each 5 Common shares currently issued and outstanding.

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Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**HIGH ARCTIC ENERGY SERVICES INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2010/12/31.**



**Articles of Amalgamation
For
HIGH ARCTIC ENERGY SERVICES INC.**

Share Structure:	REFER TO "SHARE STRUCTURE" ATTACHMENT.
Share Transfers Restrictions:	NO RESTRICTIONS
Number of Directors:	
Min Number of Directors:	1
Max Number of Directors:	9
Business Restricted To:	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Business Restricted From:	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Other Provisions:	REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

**Registration Authorized By: JENNIFER ARNDT
SOLICITOR**

SHARE STRUCTURE

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

1.1. Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.

2. Dividends

2.1. Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3. Liquidation, Dissolution or Winding-Up

In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares shall be entitled, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Corporation.

PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. Issuance in Series

1.1. Subject to the filing of Articles of Amendment in accordance with the Business Corporations Act (Alberta) (the "Act"), the Board of Directors may at any time and from time to time issue the Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board of Directors.

1.2. Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may from

time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

2. Liquidation

2.1. In the event of the voluntary or involuntary liquidation, dissolution, winding-up of the Corporation or Distribution, holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

3. Dividends

3.1. The holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

OTHER RULES OR PROVISIONS

1. Without limiting the borrowing powers of the Corporation as set forth in the Business Corporations Act (Alberta), the directors of the Corporation may from time to time, without authorization of the shareholders,

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;

(c) subject to the Business Corporations Act (Alberta), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Nothing in this clause 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. Subject to the Business Corporations Act (Alberta), 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 the additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

3. Shareholders meetings may be held anywhere inside or outside Alberta that the directors determine by resolution from time to time.