

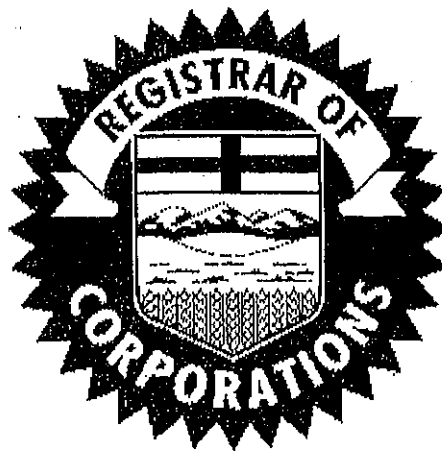
CORPORATE ACCESS NUMBER: 2015214915



BUSINESS CORPORATIONS ACT

**CERTIFICATE  
OF  
AMALGAMATION**

**MAXIM POWER CORP.**  
IS THE RESULT OF AN AMALGAMATION FILED ON 2010/03/02.



#2

BUSINESS CORPORATIONS ACT

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

MAXIM POWER CORP.

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

The attached Schedule of Share Capital is incorporated into and forms part of this form.

3. Restrictions on share transfers (if any):

None.

4. Number, or minimum and maximum number of directors:

Not less than 3 directors and not more than 15 directors.

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 provisions (if any):

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

7. Name of Amalgamating Corporations	Corporate Access Number
Maxim Power Corp.	2015214774
EarthFirst Canada Inc.	2015214576

4. DATE	SIGNATURE	TITLE
March 2, 2010	<i>M. Wrayden</i>	VP Finance & CFO

REGISTERED ON  
THE ALBERTA REGISTRIES  
CORES SYSTEM  
MAR 02 2010  
*clm*

## SCHEDULE OF SHARE CAPITAL

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

The Corporation is authorized to issue the following classes and numbers of shares:

- (a) an unlimited number of Common Shares;
- (b) an unlimited number of Preferred Shares.

### COMMON SHARES

The Common Shares shall be subject to the following rights, privileges, restrictions and conditions, namely:

- (a) the holders of the Common Shares shall be entitled to vote at any meeting of shareholders of the Corporation;
- (b) the holders of the Common Shares shall be entitled to receive any dividend declared by the Corporation; and
- (c) the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation on dissolution.

### PREFERRED SHARES

The Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions, namely:

- (a) **Directors' Right to Issue in One or More Series** The Preferred Shares may at any time, or 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 Board of Directors of the Corporation;
- (b) **Directors' right to fix terms of each series** The Directors of the Corporation shall, by resolution, from time to time before the issue thereof, fix the designation, price, restrictions, conditions and limitations attached to the Preferred Shares of each series including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption or purchase prices and terms and conditions of redemption or purchase, any voting rights, any conversion rights and any sinking funds or other provisions;
- (c) **Ranking of Preferred Shares** The Preferred Shares of each series shall rank, both as regards to dividends and return of capital, in priority to all other shares of the Corporation. The Preferred Shares of all series may also be given such other preferences over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares, as may be fixed in accordance with sub-section 2(b) hereof, provided, however, that no rights, privileges, restrictions or conditions attached to a series of shares shall confer on a series a priority in respect of voting, dividends or return of capital over any other series of shares of the same class that are then outstanding.

## SCHEDULE OF OTHER PROVISIONS

Between annual general meetings, directors may appoint one (1) 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 general meeting of the Corporation.