



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

FORAGES GARANT & FRÈRES INC.

440821-7

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 canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

January 31, 2007 / le 31 janvier 2007

Date of Amalgamation - Date de fusion



1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion
FORAGES GARANT & FRÈRES INC.

2 -- The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social
PROVINCE OF QUÉBEC

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
AN UNLIMITED NUMBER OF COMMON SHARES AND UNLIMITED NUMBER OF PREFERRED SHARES, ISSUABLE IN SERIES.

SEE SCHEDULE "A" ATTACHED HERETO.

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
SEE SCHEDULE "B" ATTACHED HERETO.

5 -- Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
MINIMUM : 1 - MAXIMUM : 10

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
N/A

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu
SEE SCHEDULE "C" ATTACHED HERETO.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183
 184(1)
 184(2)

Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Titre / Titre	Tel. No. / N° de tél.
FORAGES GARANT & FRÈRES INC.	438646-9	<i>[Signature]</i> JAMES C. JOHNSON	31/01/2007	President	
FORAGES GARANT GP INC./GARANT DRILLING GP INC.	438245-5	<i>[Signature]</i> JAMES C. JOHNSON	31/01/2007	President	
4382447 CANADA INC.	438244-7	<i>[Signature]</i> JAMES C. JOHNSON	31/01/2007	President	
IRONBRIDGE EQUITY HOLDINGS INC.	438663-9	<i>[Signature]</i> JAMES C. JOHNSON	31/01/2007	President	

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**SCHEDULE "A" to the Articles
of Amalgamation of FORAGES
GARANT & FRÈRES INC.**

Common shares

1. The rights, privileges, restrictions and conditions attached to the common shares are as follows:

Dividends

- 1.1 The registered holders of the common shares shall be entitled to receive, in any financial year of the Corporation, dividends as and when declared by the board of directors, subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation.

Liquidation or dissolution

- 1.2 In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, the registered holders of the common shares shall be entitled to receive, after distribution of any part of the assets of the Corporation to the holders of all other classes of shares, the remaining assets of the Corporation.

Voting rights

- 1.3 The registered holders of the common shares shall be entitled to one (1) vote for each share held at all meetings of shareholders.

Rank of common shares

- 1.4 The common shares shall rank (i) as to the payment of dividends after the preferred shares, and (ii) as to the distribution of the remaining assets of the Corporation in case of the liquidation or dissolution after the preferred shares.

Preferred shares

2. The rights, privileges, restrictions and conditions attached to the preferred shares, issuable in series, as a class are as follows:
 - 2.1 The preferred shares may be issued at any time and from time to time in one or more series composed of a number of shares having the rights, privileges, restrictions and conditions as shall be provided before their issuance by a resolution of the board of directors of the Corporation, including the amount of preferential dividends, the date or dates and the place or places of their payment, the price of their redemption or purchase, their conversion privileges and their voting rights, the whole subject to the rights, privileges, restrictions and conditions attached to the preferred shares as a class.
 - 2.2 The registered holders of the preferred shares of any series must as to the payment of dividends and the distribution of assets or to the reimbursement of capital in case of a liquidation or dissolution, whether voluntary or involuntary, of the Corporation, or to any other reimbursement of capital, rank equally and in priority to the common shares and to any other shares of the Corporation ranking junior thereto. If dividends or amounts due for the reimbursement of capital attached to a series of preferred shares are not paid in full, the preferred shares of any series of the same class shall participate on a *pro rata* basis to the reimbursement of capital and to the accumulated dividends.
 - 2.3 Subject to the provisions of paragraph 2.1 hereinabove, the preferred shares of any series may also carry any other preferences that are not inconsistent with these articles with respect to any other shares ranking junior to the preferred shares.

**SCHEDULE "B" to the Articles of
Amalgamation of FORAGES
GARANT & FRÈRES INC.**

RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

Transfers of shares or other securities of the Corporation, other than non-convertible debt securities, are subject to the approval of the board of directors expressed by resolution.

**SCHEDULE "C" to the Articles
of Amalgamation of FORAGES
GARANT & FRÈRES INC.**

OTHER PROVISIONS

1. Without in any way limiting the powers conferred upon the Corporation or its directors by any of the provisions of the *Canada Business Corporations Act*, but subject to the provisions thereof, the directors of the Corporation may without authorization of the shareholders:
 - a) Borrow money on the credit of the Corporation;
 - b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - c) 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.



Articles of Amendment

(Section 27 or 177 of the *Canada Business Corporations Act (CBCA)*)

Form 4

Instructions

3 Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-biased NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1 Corporation name

FORAGE ORBIT GARANT INC./ORBIT GARANT DRILLING INC.

2 Corporation number

440821 - 7

3 The articles are amended as follows:

(Please note that more than one section can be filled out)

A: The corporation changes its name to:

N/A

B: The corporation changes the province or territory in Canada where the registered office is situated to:
(Do not indicate the full address)

N/A

C: The corporation changes the minimum and/or maximum number of directors to:
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

minimum: 3

maximum: 15

D: Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) **Please specify.**

The articles of the Corporation are amended as follows:

(a) by changing the minimum and maximum number of directors of the Corporation to provide for a minimum of three (3) and a maximum of fifteen (15) directors;

(b) by removing the restrictions on the transfer of shares and other securities of the Corporation as per the attached Schedule A; and

(c) by empowering the directors to appoint additional directors as per the attached Schedule B.

4 Declaration

I hereby certify that I am a director or an officer of the corporation.

SIGNATURE

JAMES C. JOHNSON

(416) 847 1170

PRINT NAME

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

SCHEDULE A

There are no restrictions on the transfer of shares and other securities of the Corporation.

SCHEDULE B

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.