CORPORATE ACCESS NUMBER: 2017896420

Government of Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMALGAMATION

BELLATRIX EXPLORATION LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2013/12/11.

REGISTRAR OF CORPORATIONS

Articles of Amalgamation
For
BELLATRIX EXPLORATION LTD.

Share Structure:	SEE SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions:	NONE.
Number of Directors:	
Min Number of Directors:	1
Max Number of Directors:	15
Business Restricted To:	NONE
Business Restricted From:	NONE
Other Provisions:	SEE SCHEDULE "B" ATTACHED HERETO.

Registration Authorized By: EDWARD (TED) BROWN
SOLICITOR

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2013/12/11

Corporate Access Number: 2017896420

Service Request Number:	20676372
Alberta Corporation Type:	Named Alberta Corporation
Legal Entity Name:	BELLATRIX EXPLORATION LTD.
French Equivalent Name:	
Nuans Number:	
Nuans Date:	
French Nuans Number:	
French Nuans Date:	

REGISTERED ADDRESS

Street:	2400, 525 - 8TH AVENUE S.W.
Legal Description:	
City:	CALGARY
Province:	ALBERTA
Postal Code:	T2P 1G1

RECORDS ADDRESS

Street:	2400, 525 - 8TH AVENUE S.W.
Legal Description:	
City:	CALGARY
Province:	ALBERTA
Postal Code:	T2P 1G1

ADDRESS FOR SERVICE BY MAIL

Post Office Box:	
City:	
Province:	
Postal Code:	
Internet Mail ID:	

Share Structure:	SEE SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions:	NONE.
Number of Directors:	
Min Number Of Directors:	1
Max Number Of Directors:	15

Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO.

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2013/12/11

Director

Last Name: JOHNSON
First Name: ROBERT
Middle Name: A.
Street/Box Number: 2817 LINDEN DRIVE SW
City: CALGARY
Province: ALBERTA
Postal Code: T3E 6C8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CUTHBERTSON
First Name: JOHN
Middle Name: H.
Street/Box Number: 2400, 525 - 8TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: DUNN
First Name: W.
Middle Name: C. (MICKEY)
Street/Box Number: 910, 720 13TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M5
Country:
Resident Canadian: Y

Named On Stat Dec:

Last Name: BAKER
First Name: DOUG
Middle Name: N.
Street/Box Number: 1324 BALDWIN CRESCENT SW
City: CALGARY
Province: ALBERTA
Postal Code: T2V 2B8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SMITH
First Name: RAYMOND
Middle Name: G.
Street/Box Number: 1908 - 12TH STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2T 3N2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MACDONALD
First Name: KEITH
Middle Name: E.
Street/Box Number: 203 HERITAGE PLACE
City: CALGARY
Province: ALBERTA
Postal Code: T3Z 3P3
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: COBBE
First Name: MURRAY
Middle Name: L.
Street/Box Number: 51 LYNX MEADOWS DRIVE
City: CALGARY
Province: ALBERTA
Postal Code: T3L 2L9

Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: HAWKRIGG
First Name: MELVIN
Middle Name: M.
Street/Box Number: 10 FIRST STREET, PO BOX 566
City: WATERDOWN
Province: ONTARIO
Postal Code: L0R 2H0
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: TODD
First Name: MURRAY
Middle Name: B.
Street/Box Number: 908 VARSITY ESTATES PLACE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3B 3X4
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2010875777	ANGLE ENERGY INC.
2014124693	ANGLE RESOURCES INC.
2014988287	BELLATRIX EXPLORATION LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2013/12/11
Share Structure	ELECTRONIC	2013/12/11
Articles/Plan of Arrangement/Court Order	10000307104664913	2013/12/11

Registration Authorized By: EDWARD (TED) BROWN
SOLICITOR

SCHEDULE A

TO THE ARTICLES OF AMALGAMATION

OF BELLATRIX EXPLORATION LTD. (the "Corporation")

The Corporation is authorized to issue an unlimited number of common shares ("Common Shares").

COMMON SHARES

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

Voting

Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation. Each Common Share shall entitle the holder thereof to one vote.

Dividends

Subject to the preferences accorded to holders of any 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 of the Corporation (the "Board of Directors"), and exclusive of any other shares of the Corporation, such dividends as may be declared thereon by the Board of Directors from time to time. Such dividends shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable.

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 any 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.

SCHEDULE B

TO THE ARTICLES OF AMALGAMATION

OF BELLATRIX EXPLORATION LTD. (the "Corporation")

(a) The directors of the corporation may, without authorization of the shareholders:

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

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) subject to the Business Corporations Act (Alberta), give a guarantee on behalf of the Corporation;

(iv) 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.

(b) The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.

(c) 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.

(d) Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal Quebec; or Halifax, Nova Scotia.