

CORPORATE ACCESS NUMBER: 2016492486

Alberta

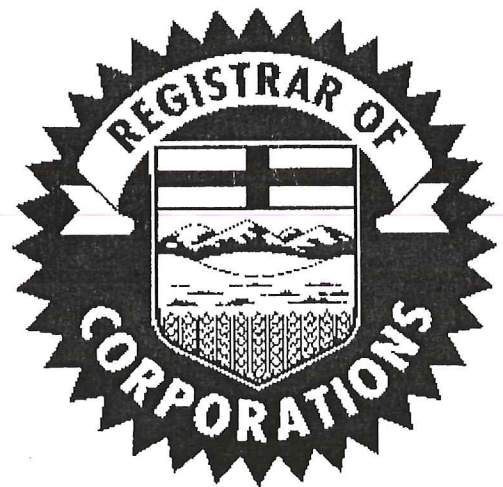
BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMALGAMATION

**TOTAL ENERGY SERVICES INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2012/01/01.**



**Articles of Amalgamation
For
TOTAL ENERGY SERVICES INC.**

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: NONE

Number of Directors:

Min Number of Directors: 3

Max Number of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: DREW BROUGHTON
SOLICITOR**

BUSINESS CORPORATIONS ACT

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

TOTAL ENERGY SERVICES INC.

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 Three (3) director and not more than Fifteen (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):

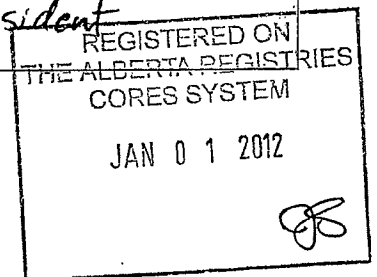
None

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
Total Energy Services Inc.	2015094036
Xillix Imaging Ltd.	201 645 6317

4. DATE	SIGNATURE	TITLE
January 1, 2012		President



SCHEDULE OF SHARE CAPITAL

TOTAL ENERGY SERVICES INC.

The Corporation is authorized to issue:

- (a) One class of shares, to be designated as "Common Shares", in an unlimited number; and
- (b) One class of shares, to be designated as "Preferred Shares", issuable in series in an unlimited number;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

A. Common Shares

The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. **Stated Capital**

The initial stated capital of each Common Share issued pursuant to the plan of arrangement involving Total Energy Services Trust, Total Energy Services Ltd. and Biomerger Industries Ltd. effective May 20, 2009 (the "Plan of Arrangement") shall be set at the amount computed in Section 6.7 of the Plan of Arrangement.

2. **Notice and Voting**

The holders of Common Shares shall be entitled to notice of, to attend and to one vote per Common Share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Common Shares).

3. **Dividends**

The holders of Common Shares shall be entitled to receive dividends as and when declared by the Board of Directors of the Corporation on the Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends, if any.

4. **Liquidation**

The holders of Common Shares shall be entitled, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares, if any, to share rateably, together with the shares of any other class of shares of the Corporation ranking equally with the

Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

B. Preferred Shares

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

1. the Preferred Shares may at any time and 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; and
2. subject to the provisions of the Business Corporations Act (Alberta), the Board of Directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares.

SCHEDULE OF OTHER PROVISIONS

1.1 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 meeting of the Corporation.

1.2 Any meeting of the shareholders of the Corporation may be held in any of the following cities:

St. John's, Newfoundland
Charlottetown, Prince Edward Island
Halifax, Nova Scotia
Saint John, New Brunswick
Montreal, Quebec
Quebec City, Quebec
Toronto, Ontario
Ottawa, Ontario
Winnipeg, Manitoba
Regina, Saskatchewan
Edmonton, Alberta
Calgary, Alberta
Victoria, British Columbia
Vancouver, British Columbia

or in any other place selected by the directors of the Corporation in accordance with applicable corporate legislation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2012/01/01

Corporate Access Number: 2016492486

Service Request Number: 17334780

Alberta Corporation Type: Named Alberta Corporation

Legal Entity Name: TOTAL ENERGY SERVICES INC.

French Equivalent Name:

Nuans Number:

Nuans Date:

French Nuans Number:

French Nuans Date:

REGISTERED ADDRESS

Street: 4500, 855 - 2ND STREET S.W.

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4K7

RECORDS ADDRESS

Street: 2550, 300 - 5TH AVENUE S.W.

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P 3C4

ADDRESS FOR SERVICE BY MAIL

Post Office Box:

City:

Province:

Postal Code:

Internet Mail ID:

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers

Restrictions: NONE
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2012/01/01

Director

Last Name: KWASNICIA
First Name: RANDY
Middle Name: S.
Street/Box Number: 2 PINEHURST DRIVE, RR #3
City: DEWINTON
Province: ALBERTA
Postal Code: T0L 0X0
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: WISWELL
First Name: ANDREW
Middle Name: B.
Street/Box Number: 1000, 550 - 6TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0S2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MELCHIN
First Name: GREG

Middle Name:

Street/Box Number: 47 ROYAL RIDGE TERRACE N.W.

City: CALGARY

Province: ALBERTA

Postal Code: T3G 5Y9

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: HALYK

First Name: DANIEL

Middle Name: K.

Street/Box Number: 2550, 300 - 5TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 3C4

Country:

Resident Canadian: Y

Named On Stat Dec: Y

Last Name: FLETCHER

First Name: GREGORY

Middle Name: S.

Street/Box Number: 1200, 707 - 7TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 3H6

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: PACHKOWSKI

First Name: BRUCE

Middle Name: L.

Street/Box Number: 2550, 300 - 5TH AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 3C4

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2015094036	TOTAL ENERGY SERVICES INC.
2016456317	XILLIX IMAGING LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2012/01/01
Share Structure	ELECTRONIC	2012/01/01
Statutory Declaration	10000300000040513	2012/01/01

Registration Authorized By: DREW BROUGHTON
SOLICITOR