

CORPORATE ACCESS NUMBER: 2025748654

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**PARKLAND CORPORATION/CORPORATION PARKLAND
IS THE RESULT OF AN AMALGAMATION FILED ON 2024/01/01.**



**Articles of Amalgamation
For
PARKLAND CORPORATION**

Share Structure: SEE SCHEDULE OF AUTHORIZED SHARES AND SCHEDULE OF SERIES PROVISIONS

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 RE OTHER PROVISIONS

**Registration Authorized By: MARK ELLIOTT
SOLICITOR**

This information is collected in accordance with the *Business Corporations Act*. It is required to collect an amalgamated Alberta corporation's articles for the purpose of issuing a certificate of amalgamation. Collection is authorized under s. 33(a) of the *Freedom of Information and Protection of Privacy Act*. Questions about the collection can be directed to Service Alberta Contact Centre staff at cr@gov.ab.ca or 780-427-7013 (toll-free 310-0000 within Alberta).

1. Name of Amalgamated Corporation

PARKLAND CORPORATION/CORPORATION PARKLAND

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

See Schedule of Authorized Shares and Schedule of Series Provisions

3. Restrictions on share transfers (if any):

None

4. Number, or minimum and maximum number, of directors that the corporation may have:

Minimum 1 - Maximum 15

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 rules or provisions (if any):

See Schedule re Other Provisions

7. Amalgamating Corporations

Corporate Access Number

Name
PARKLAND CORPORATION/CORPORATION
PARKLAND

2024202349

Name
LES PETROLES PARKLAND LIMITEE

2017141413

Name
2573677 ALBERTA LTD.

2025736774

Name 2280254 ALBERTA LTD.	2022802546
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Name 2306163 ALBERTA LTD.	2023061639
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8. Authorized Representative/Authorized Signing Authority for the Corporation

Espey, Robert, B.

 Last Name, First Name, Middle Name (*optional*)

Director

 Relationship to Corporation

 Telephone Number (*optional*)

 Email Address (*optional*)

2024-01-01

 Date of submission (*yyyy-mm-dd*)

(signed) "Robert B. Espey"

 Signature

SCHEDULE RE AUTHORIZED SHARES

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:

(i) the right to one vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and

(iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

B. Preferred Shares

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

(i) 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 directors of the Corporation; and

(ii) subject to the provisions of the Business Corporations Act (Alberta), the 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 SERIES PROVISIONS

Series 1 Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Series 1 Preferred Shares (the "Special Shares") in the capital of Parkland Corporation (the "Corporation") are as follows:

- (a) Dividends: The holders of the Special Shares will be entitled to receive non-cumulative cash dividends, if, as and when declared by the directors of the Corporation, in such amounts and payable in such manner and at such times as the directors of the Corporation may from time to time determine. The directors may, in their sole discretion, declare dividends on the Special Shares to the exclusion of any other class of shares of the Corporation.
- (b) Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, holders of the Special Shares will be entitled to receive, before any amount shall be paid by the Corporation or any assets of the Corporation shall be distributed to holders of common shares of the Corporation or holders of any other shares of any other class of the Corporation, an amount equal to the Redemption Amount (as hereinafter defined) in respect of each Special Share held by them, respectively, to the extent of the amount or value of the assets of the Corporation available under applicable law for payment to holders of shares of the Corporation upon liquidation, dissolution or winding up of the Corporation. After payment to the holders of the Special Shares of the amount provided above in this paragraph (b), such holders will not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.
- (c) Redemption by Corporation: The Corporation may redeem at any time the whole, or from time to time any part, of the then outstanding Special Shares from the holders thereof on payment (which may, at the discretion of the Corporation, be made through the issuance of a promissory note or promissory notes) of: (i) an amount for each Special Share to be redeemed equal to the amount specified by the directors (in a resolution duly passed at the time of the issuance of such Special Share) as the amount for which such Special Share may be redeemed, purchased or otherwise acquired by the Corporation, such amount to be expressed as a dollar amount (and not determined by a formula) equal to the aggregate fair market value of the consideration received by the Corporation on the issuance of Special Shares (which may consist of or include property other than cash) divided by the number of Special Shares so issued; and (ii) all declared and unpaid dividends on such Special Share. The amount contemplated by paragraphs (i) and (ii) above in this paragraph (c) is referred to herein as the ''Redemption Amount''.
- (d) Retraction by Holder: Subject to applicable law, a holder of Special Shares will be entitled to require the Corporation to redeem, at any time, all or any of the Special Shares held by such holder, by tendering to the Corporation at its registered office a share certificate or certificates representing the Special Shares that the holder wishes to have the Corporation redeem together with a written request specifying the number of Special Shares to be redeemed and the business day (herein referred to as the "Retraction Date") on which the holder wishes to have the Corporation redeem the Special Shares.

Following receipt of such share certificate or certificates and written request, the Corporation will, on the Retraction Date (or as soon as practicable thereafter), redeem such Special Shares by paying to the holder the Redemption Amount for each Special Share so redeemed.

- (e) Cancellation: Any Special Shares that are redeemed by the Corporation as aforesaid will for all purposes be considered to have been redeemed on, and will be cancelled concurrently with, the payment of the Redemption Amount by the Corporation to or for the benefit of the holder thereof.
- (f) No Dilution: For so long as any Special Shares are outstanding, the Corporation will not:
 - (i) declare or pay any dividend on the shares of any other class of the Corporation; or
 - (ii) redeem, purchase for cancellation or otherwise acquire any shares of any other class of the Corporation, if, in the opinion of the directors of the Corporation, the payment of such dividend or the consideration payable in connection with such redemption, purchase or other acquisition, as the case may be, would reduce the net realizable value of the assets of the Corporation (after taking into account all the liabilities of the Corporation) to an amount that is less than the product of the Redemption Amount of each Special Share multiplied by the number of Special Shares outstanding immediately before the time of payment of such dividend or consideration, as the case may be.
- (g) Voting Rights: Subject to applicable law, holders of the Special Shares shall be entitled to receive notice of, and to attend, all meetings of shareholders, except meetings at which only the holders of a specified class or series of shares of the Corporation are entitled to vote, and shall be entitled to that number of votes (taking into account the votes attributable to any other shares held by the holder of the Special Shares), in the aggregate, that would enable the holder of the Special Shares to exercise de jure control of the Corporation at any time that the Special Shares are outstanding, being fifty percent (50%) plus one (1) of all votes attributable to all shares of the Corporation which are outstanding at the particular time.

SCHEDULE RE OTHER PROVISIONS

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.
2. Meetings of the shareholders may be held at any place within Canada, the United States of America or in any other place selected by the directors of the Corporation in accordance with applicable corporate legislation.