

CORPORATE ACCESS NUMBER: 2013134453

**Alberta**

BUSINESS CORPORATIONS ACT

**CERTIFICATE  
OF  
AMENDMENT AND REGISTRATION  
OF RESTATED ARTICLES**

**TOTAL CAPITAL CANADA LTD.  
AMENDED ITS ARTICLES ON 2010/08/31.**

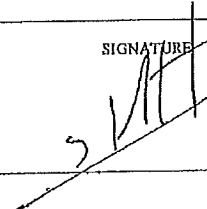


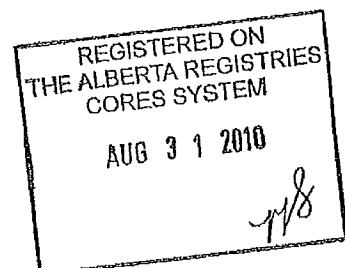
BUSINESS CORPORATIONS ACT

Alberta

ARTICLES OF AMENDMENT

- | 1. Name of Corporation    | 2. Corporate Access Number |
|---------------------------|----------------------------|
| TOTAL CAPITAL CANADA LTD. | 2013134453                 |
3. Pursuant to subsection 173(1)(n) of the *Business Corporations Act* (Alberta), the other provisions as set out in the Articles of the Corporation are hereby amended by deleting the existing provisions and inserting therefor the attached Schedule of Other Provisions.

4. DATE	SIGNATURE	TITLE
August 27, 2010		President



### SCHEDULE OF OTHER PROVISIONS

1. The number of direct or indirect beneficial owners of securities of the Corporation will be limited to not more than 50, not including employees and former employees of the Corporation or any of its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, shall be counted as a separate beneficial owner. For purposes of this paragraph, the term "securities" does not include non-convertible debt securities of the Corporation.
2. Any invitation to the public to subscribe for securities of the Corporation, other than non-convertible debt securities, is prohibited.
3. The Corporation has a lien on the shares of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no securityholder shall be entitled to transfer any securities of the Corporation to any person who is not a securityholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.