

Certificate of Amendment

THE BUSINESS CORPORATIONS ACT
EXTRA-PROVINCIAL BUSINESS CORPORATION

I certify that

NEXEN INC.

has registered an amendment made to its Articles under the laws of British Columbia.

Given under my hand and seal

this 19th day of July, 2013




Director of Corporations

DUPLICATE

Number: C0972848



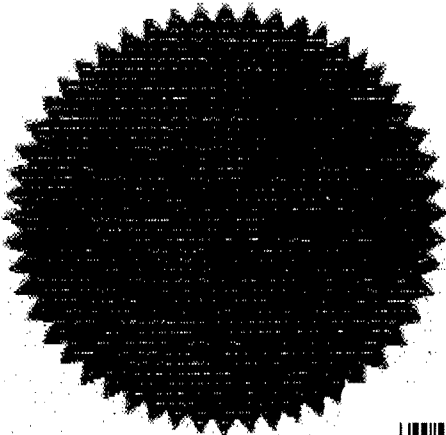
**CERTIFICATE
OF
CONTINUATION**

BUSINESS CORPORATIONS ACT

I Hereby Certify that NEXEN INC., which was duly registered as an extraprovincial company under the laws of British Columbia with certificate number A0088642, has continued into British Columbia from the Jurisdiction of CANADA, under the Business Corporations Act, with the name NEXEN ENERGY INC. on June 18, 2013 at 03:02 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On June 18, 2013*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada



206544999



Entity No: 101228426
 Entity Name: NEXEN INC.

Page 1 of 2
 As of: 19-Jul-2013

Entity Name in Saskatchewan: NEXEN INC.

Entity No in Saskatchewan: 101228426

Entity No in Home Jurisdiction: C0972848

Status as of Profile date: Active

Entity Type: BUSINESS CORPORATION

Entity Sub-Type: EXTRA-PROVINCIAL CORPORATION (NWP)

Registration Date: 21-Mar-2013

Home Jurisdiction: BRITISH COLUMBIA

Incorp/Amalg Date in Home Jurisdiction: 24-Feb-2013

Nature of Business: NATURAL GAS PETROLEUM OPERATIONS

Registered Office:

Name: NEXEN INC.

Address: 801 - 7 AVE. SW

City/Province:

Country/Postal Code: CANADA T2P3P7

Mailing Address:

Name: MACPHERSON LESLIE & TYERMAN

Address: 1500 - 1874 SCARTH ST.

City/Province: REGINA SK

Country/Postal Code: CANADA S4P4E9

Director/Officer Information

Director/ Officer Information is not required by the New West Partnership Trade Agreement. For full director/officer information, contact the home jurisdiction.

Power(s) of Attorney:

Name: DIPPLE, JOHN A

Address: 1500, 1874 SCARTH ST.

City/Province: REGINA SK

Country/Postal Code: CANADA S4P4E9

Name: RUNGE, AARON D

Address: 1500, 1874 SCARTH ST.

City/Province: REGINA SK

Country/Postal Code: CANADA S4P4E9

Name: WILSON, DONALD K

Address: 1500, 1874 SCARTH ST.

City/Province: REGINA SK

Country/Postal Code: CANADA S4P4E9

General Information:

Licensed with Consumer Protection Branch: NO

Business Names Owned by the Corporation:

Entity No: 101013980

Entity Name: NEXEN MARKETING

Entity Sub Type: PARTNERSHIP

Entity No: 101103976

Entity Name: NEXEN MED HAT-HATTON PARTNERSHIP

Entity Sub Type: PARTNERSHIP

Corporations involved to form Amalgamation:

Entity No: 101065915

Entity Name: NEXEN INC.



Information
Services
Corporation
OF SASKATCHEWAN

Entity No: 101228426
Entity Name: NEXEN INC.

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As of: 19-Jul-2013

Entity No: 101080015
Entity Name: NEXEN PETROLEUM INTERNATIONAL INC.

Event History:

<u>Event</u>	<u>Date</u>
AMALGAMATION	21-Mar-2013
NOTICE OF DIRECTORS AMENDMENT	08-May-2013
	19-Jul-2013

Certificate of Amendment

THE BUSINESS CORPORATIONS ACT
EXTRA-PROVINCIAL BUSINESS CORPORATION

I certify that

NEXEN ENERGY ULC

(formerly) NEXEN INC.

has registered an amendment made to its Articles under the laws of British Columbia.

Given under my hand and seal

this 19th day of July, 2013



Director of Corporations

DUPLICATE

Number: C0972848



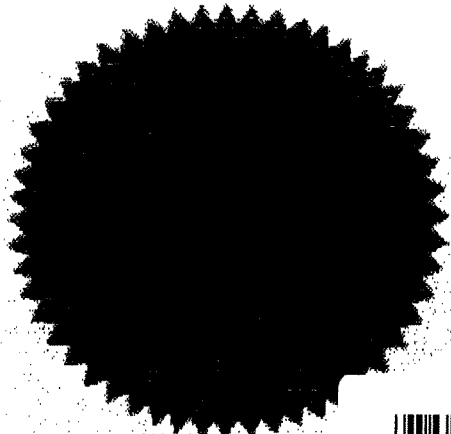
**CERTIFICATE
OF
CHANGE OF NAME**

BUSINESS CORPORATIONS ACT

I Hereby Certify that NEXEN ENERGY INC. changed its name to NEXEN ENERGY ULC on June 18, 2013 at 03:30 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On June 18, 2013*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada



206544898



Entity No: 101228426
 Entity Name: NEXEN ENERGY ULC

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 As of: 19-Jul-2013

Entity Name in Saskatchewan: NEXEN ENERGY ULC
Entity No in Saskatchewan: 101228426
 Entity No in Home Jurisdiction: C0972848
 Status as of Profile date: Active (new name)
 Entity Type: BUSINESS CORPORATION
 Entity Sub-Type: EXTRA-PROVINCIAL CORPORATION (NWP)
 Registration Date: 21-Mar-2013
 Home Jurisdiction: BRITISH COLUMBIA
 Incorporation/Amalg Date in Home Jurisdiction: 24-Feb-2013
 Nature of Business: NATURAL GAS PETROLEUM OPERATIONS

Registered Office:

Name: NEXEN ENERGY ULC
 Address: 801 - 7 AVE. SW
 City/Province:
 Country/Postal Code: CANADA T2P3P7

Mailing Address:

Name: MACPHERSON LESLIE & TYERMAN
 Address: 1500 - 1874 SCARTH ST.
 City/Province: REGINA SK
 Country/Postal Code: CANADA S4P4E9

Director/Officer Information

Director/ Officer Information is not required by the New West Partnership Trade Agreement. For full director/officer information, contact the home jurisdiction.

Power(s) of Attorney:

Name: DIPPLE, JOHN A
 Address: 1500, 1874 SCARTH ST.
 City/Province: REGINA SK
 Country/Postal Code: CANADA S4P4E9

Name: RUNGE, AARON D
 Address: 1500, 1874 SCARTH ST.
 City/Province: REGINA SK
 Country/Postal Code: CANADA S4P4E9

Name: WILSON, DONALD K
 Address: 1500, 1874 SCARTH ST.
 City/Province: REGINA SK
 Country/Postal Code: CANADA S4P4E9

General Information:

Licensed with Consumer Protection Branch: NO

Business Names Owned by the Corporation:

Entity No: 101013980
 Entity Name: NEXEN MARKETING
 Entity Sub Type: PARTNERSHIP
 Entity No: 101103976
 Entity Name: NEXEN MED HAT-HATTON PARTNERSHIP
 Entity Sub Type: PARTNERSHIP

Corporations involved to form Amalgamation:

Entity No: 101065915
 Entity Name: NEXEN INC.



Information
Services
Corporation
OF SASKATCHEWAN

Entity No: 101228426
Entity Name: NEXEN ENERGY ULC

Page 2 of 2
As of: 19-Jul-2013

Entity No: 101080015
Entity Name: NEXEN PETROLEUM INTERNATIONAL INC.

Name History:

Previous Name: NEXEN INC.
Date of Change: 19-Jul-2013
Home Jurisdiction Date: 18-Jun-2013

Event History:

<u>Event</u>	<u>Date</u>
AMALGAMATION	21-Mar-2013
NOTICE OF DIRECTORS	08-May-2013
AMENDMENT	19-Jul-2013
NAME CHANGE	19-Jul-2013



101236882
Entity Number

Certificate of Amendment

THE BUSINESS CORPORATIONS ACT
EXTRA-PROVINCIAL BUSINESS CORPORATION

I certify that

CNOOC CANADA HOLDING ULC

has registered an amendment made to its Articles under the laws of British Columbia.

Given under my hand and seal

this 19th day of July, 2013




Director of Corporations

DUPLICATE

Number: BC0973069



CERTIFICATE OF AMALGAMATION

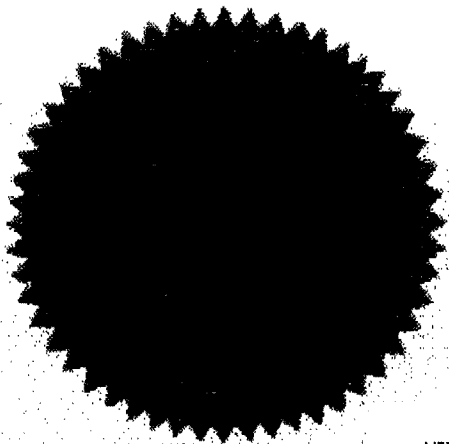
BUSINESS CORPORATIONS ACT

I Hereby Certify that CNOOC CANADA HOLDING ULC, incorporation number C0965285, and NEXEN ENERGY ULC, incorporation number C0972848 were amalgamated as one company under the name CNOOC CANADA HOLDING ULC on June 20, 2013 at 08:39 AM Pacific Time.

Issued under my hand at Victoria, British Columbia

On June 20, 2013

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada



206544887



Entity No: 101236882
 Entity Name: CNOOC CANADA HOLDING ULC

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 As of: 19-Jul-2013

Entity Name in Saskatchewan: CNOOC CANADA HOLDING ULC

Entity No in Saskatchewan: 101236882

Entity No in Home Jurisdiction: 0973069
 Status as of Profile date: Active (new amalgamated)

Entity Type: BUSINESS CORPORATION
 Entity Sub-Type: EXTRA-PROVINCIAL CORPORATION (NWP)

Registration Date: 19-Jul-2013
 Home Jurisdiction: BRITISH COLUMBIA

Incorp/Amalg Date in Home Jurisdiction: 20-Jun-2013

Nature of Business: NATURAL GAS PETROLEUM OPERATIONS

Registered Office:

Name: CNOOC CANADA HOLDING ULC
 Address: 2600, 595 BURRARD ST. PO BOX 49314, THREE BETALL CENTRE
 City/Province:
 Country/Postal Code: CANADA V7X1L3

Mailing Address:

Name: CNOOC CANADA HOLDING ULC
 Address: 2600, 595 BURRARD ST. PO BOX 49314, THREE BETALL CENTRE
 City/Province: VANCOUVER BC
 Country/Postal Code: CANADA V7X1L3

Director/Officer Information:

Director/ Officer Information is not required by the New West Partnership Trade Agreement. For full director/officer information, contact the home jurisdiction.

Power(s) of Attorney:

Name: WILSON, DONALD K.
 Address: 1500 1874 SCARTH ST.
 City/Province: REGINA SK
 Country/Postal Code: CANADA S4P4E9

Name: DIPPLE, JOHN A.
 Address: 1500 1874 SCARTH ST.
 City/Province: REGINA SK
 Country/Postal Code: CANADA S4P4E9

Name: RUNGE, AARON D.
 Address: 1500 1874 SCARTH ST.
 City/Province: REGINA SK
 Country/Postal Code: CANADA S4P4E9

General Information:

Licensed with Consumer Protection Branch: NO

Business Names Owned by the Corporation:

Entity No: 101013980
 Entity Name: NEXEN MARKETING
 Entity Sub Type: PARTNERSHIP

Entity No: 101103976
 Entity Name: NEXEN MED HAT-HATTON PARTNERSHIP
 Entity Sub Type: PARTNERSHIP

Event History:

Event	Date
AMALGAMATION	19-Jul-2013
ERROR CORRECTION	19-Jul-2013

Certificate of Amendment

THE BUSINESS CORPORATIONS ACT
EXTRA-PROVINCIAL BUSINESS CORPORATION

I certify that

NEXEN ENERGY ULC


(formerly) CNOOC CANADA HOLDING ULC

has registered an amendment made to its Articles under the laws of British Columbia.

Given under my hand and seal

this 19th day of July, 2013




Director of Corporations

DUPLICATE

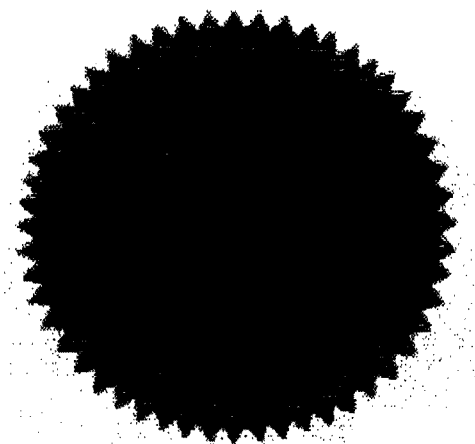
Number: BC0973069



**CERTIFICATE
OF
CHANGE OF NAME**

BUSINESS CORPORATIONS ACT

I Hereby Certify that CNOOC CANADA HOLDING ULC changed its name to NEXEN ENERGY ULC on June 20, 2013 at 09:18 AM Pacific Time.



*Issued under my hand at Victoria, British Columbia
On June 20, 2013*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada



206544988



Entity No: 101236882
Entity Name: NEXEN ENERGY ULC

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As of: 19-Jul-2013

Entity Name in Saskatchewan: NEXEN ENERGY ULC

Entity No in Saskatchewan: 101236882

Entity No in Home Jurisdiction: 0973069

Status as of Profile date: Active (new name)

Entity Type: BUSINESS CORPORATION

Entity Sub-Type: EXTRA-PROVINCIAL CORPORATION (NWP)

Registration Date: 19-Jul-2013

Home Jurisdiction: BRITISH COLUMBIA

Incorp/Amalg Date in Home Jurisdiction: 20-Jun-2013

Nature of Business: NATURAL GAS PETROLEUM OPERATIONS

Registered Office:

Name: NEXEN ENERGY ULC

Address: 2600, 595 BURRARD ST. PO BOX 49314, THREE BENTALL CENTRE

City/Province:

Country/Postal Code: CANADA V7X1L3

Mailing Address:

Name: NEXEN ENERGY ULC

Address: 2600, 595 BURRARD ST. PO BOX 49314, THREE BENTALL CENTRE

City/Province: VANCOUVER BC

Country/Postal Code: CANADA V7X1L3

Director/Officer Information

Director/ Officer Information is not required by the New West Partnership Trade Agreement. For full director/officer information, contact the home jurisdiction.

Power(s) of Attorney:

Name: WILSON, DONALD K.

Address: 1500 1874 SCARTH ST.

City/Province: REGINA SK

Country/Postal Code: CANADA S4P4E9

Name: DIPPLE, JOHN A.

Address: 1500 1874 SCARTH ST.

City/Province: REGINA SK

Country/Postal Code: CANADA S4P4E9

Name: RUNGE, AARON D.

Address: 1500 1874 SCARTH ST.

City/Province: REGINA SK

Country/Postal Code: CANADA S4P4E9

General Information:

Licensed with Consumer Protection Branch: NO

Business Names Owned by the Corporation:

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Entity Name: NEXEN MARKETING

Entity Sub Type: PARTNERSHIP

Entity No: 101103976

Entity Name: NEXEN MED HAT-HATTON PARTNERSHIP

Entity Sub Type: PARTNERSHIP

Name History:

Previous Name: CNOOC CANADA HOLDING ULC

Date of Change: 19-Jul-2013

Home Jurisdiction Date: 20-Jun-2013



Information
Services
Corporation
OF SASKATCHEWAN

Entity No: 101236882

Entity Name: NEXEN ENERGY ULC

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As of: 19-Jul-2013

Event History:

<u>Event</u>	<u>Date</u>
AMALGAMATION	19-Jul-2013
ERROR CORRECTION	19-Jul-2013
NAME CHANGE	19-Jul-2013