

Del Mar Energy Inc.

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COMPANY CHAPTER

Del Mar Energy Inc.

ARTICLE I

OFFICES

Section 1.01 REGISTRATION OFFICE AND AGENT. The registered office and the registered agent of the Corporation must be indicated on the Certificate of Incorporation. The registered office or registered agent may be changed by decision of the Board of Directors after submitting a corresponding application to the Secretary of State.

Section 1.02 Headquarters. The Corporate headquarters must be located at a location within or outside the State of Texas, as determined from time to time by the Board of Directors.

Section 1.03 OTHER OFFICES. The Corporation may also have other offices in any locations within or outside the State of Texas that are determined by the Board of Directors or may be necessary or desirable for the Corporation's business.

Section 1.04 BOOKS AND RECORDS. All records that the Corporation maintains in the normal course of business, including the share transfer book, accounting records, and investor agreements, may be kept in the written form or in any other form that can be converted into the written form within a reasonable time. At the request of any person authorized to review such records in accordance with applicable law, the Corporation may provide them in a convertible written format, if necessary.

ARTICLE II

INVESTORS

Section 2.01 Location of meetings. All investor meetings must be held either at the Corporate headquarters or elsewhere, both in and outside the State of Texas, as indicated in the notice of the meeting or in a duly executed waiver of notification. At its discretion, the Board of Directors may determine that the meeting may be held exclusively using remote communication methods, as indicated in section 2.02 given below.

Section 2.02 Remote Investor meetings. With the approval of the Board of Directors and subject to any guidelines and procedures adopted by the Board of Directors, investors who are not physically present at the investor meeting may participate remotely, being considered personally present, and may vote at the meeting, regardless of whether it is held at a specific location or solely by remote communication, in accordance with applicable law.

Section 2.03 Annual Meeting. The annual meeting of investors must be held on a non-holiday day, at a time and place determined by the Board of Directors, indicated in the notice of the meeting, in order to elect directors and resolve any other issues duly submitted to the meeting. Failure to hold an annual meeting at a fixed time does not entail the dissolution of the Corporation. If the Board of Directors does not hold an annual meeting, any

Investor may send a written request to any official of the Corporation to hold an annual meeting.

Section 2.04 SPECIAL INVESTOR MEETINGS. Special investor meetings may be called.:

- (a) GENERAL MANAGER
- (b) The Board of Directors; or
- (c) Preferred investors who have the right to vote at the proposed special meeting. The registration date for determining investors who have the right to convene a special meeting is the date when the first investor signs the notice of such a meeting.

At a special meeting of investors, only issues related to the purpose(s) specified in the notification or a duly executed waiver of notification may be discussed.

Section 2.05 NOMINATION OF CANDIDATES AND INVESTOR PROPOSALS. In order for the issue (including, in particular, the nomination of candidates for the position of director) to be properly submitted by the investor for consideration at the annual meeting, the investor or investors registered in the registry and intending to propose such an issue (the "voting investor") must send a written notification of the nomination or proposal to the Secretary or by personal delivery, or by United States post not earlier than thirty (30) calendar days prior to the scheduled date of the annual meeting. If the current year's meeting is scheduled on a date that does not coincide with the thirtieth (30th) anniversary of the previous year's annual meeting, the notification must be received no later than ten (10) calendar days after the date on which the public announcement of the date of the annual meeting was made. Postponement of the

meeting in no case resets the deadline for notifying the voting investor, as described above.

In order for the issue to be properly presented at the special meeting of investors, the nature of the issue under consideration must be indicated in the notice of the meeting sent by the person convening the meeting or at his direction. The person or people submitting a written request for a special meeting in accordance with Section 2.04 of these Articles of Association may provide the necessary information to notify investors of the proposal in accordance with this section at the same time as submitting a written request for a meeting to the Secretary or within ten (10) calendar days after submitting the written request to the Secretary.

A notice from a voting investor requesting a meeting should contain information on each issue that the investor proposes to submit for consideration at the annual or special meeting.:

- (a) Name and address of the voting investor;
- (b) The amount of funds invested in the corporation owned by the voting investor;
- (c) If the notice concerns the nomination of a candidate for the position of director: (a) the candidate's name, age, work address and residential address; (b) the candidate's main profession or business; and (c) the amount of funds invested by the candidate in the Corporation; and
- (d) If the notification concerns a proposal other than the nomination of a candidate for director, a brief description of the issue to be submitted to the meeting, as well as the interest of the voting investor in such a proposal.

Section 2.06 SETTING THE DATE OF THE ADVERTISEMENT. In order to determine investors who are eligible to be notified or voted on at any investor meeting or any postponed meeting, the Board of Directors may set a registration date that should be no more than sixty (60) days and no less than ten (10) days before the beginning of the meeting.

If a decision is proposed to be taken based on the written consent of investors without holding a meeting, the Board of Directors may set a registration date for determining investors eligible to consent to such a decision, which should not precede or be more than 10 (ten) days after the date of the Board of Directors' decision to set the registration date.

If no registration date has been set in accordance with the provisions of this Section 2.06, (a) the registration date for determining investors eligible to notify or vote at any investor meeting or any postponed meeting is the date of the notification of the meeting, (b) the registration date for determining investors eligible to give written consent for actions taken without a meeting where a prior decision by the Board of Directors is not required under the Texas Business Organization Code ("BOC"), and (c) the registration date for determining investors eligible to give written consent to a decision without a meeting if a prior decision is required under ("BOC") The meeting of the Board of Directors is the end of the working day on which the Board of Directors decides to make such a preliminary decision.

Section 2.07 NOTIFICATION OF THE INVESTOR MEETING. A written notice indicating the place, date and time of the meeting, the means of remote communication by which investors can be considered present

and vote at the meeting, as well as, in the case of a special meeting, the purpose or purposes for which the meeting is being convened, must be sent at least ten (10) days in advance and no more less than sixty (60) days prior to the date of the meeting in person, by electronic transfer (if the investor has agreed to this) or by mail from the CEO, secretary, officer, or the person calling the meeting, or their authorized representative, to each investor eligible to vote at the meeting. If the notification is sent by mail, it is considered delivered when it is placed in a U.S. postal item addressed to the investor at his address indicated in the Corporation's accounts, with prepaid mail.

Notwithstanding the above, notice of an investor meeting regarding a fundamental business transaction (in accordance with Texas law) must be sent to each investor of the Corporation no later than 7 (seven) days prior to the meeting, regardless of the investor's voting rights on the matter. Such notification must comply with any other legal requirements.

An investor who is entitled to a notice of the meeting may sign a written waiver of the notice both before and after the meeting. Participation or attendance at a meeting is considered a waiver of notification, except in cases where the investor is present solely to object to the meeting on the grounds that it was called or improperly convened.

With the consent of the investor, the notification can be sent by electronic transmission. The investor can specify the form of electronic transfer to be used. The investor may revoke such consent by sending a written notification to the Corporation. Consent is considered withdrawn if the Corporation has failed to send two (2) consecutive e-mail notifications, and the secretary, Assistant secretary, transfer agent, or other person responsible for delivering notifications on behalf of the Corporation has learned that the transmission of these two (2) e-mails has not taken place. Inability to consider unsuccessful transfers as a withdrawal of consent do not invalidate the meeting or any decision taken.

Notifications sent by email are considered delivered when they are received.:

- (a) It is sent to the fax number specified by the investor to receive notifications.
- (b) It is sent to the email address specified by the investor to receive notifications.
- (c) It is placed on the electronic network, and a message is sent to the investor's address informing him about the placement.
- (d) It is sent to the investor by any other form of electronic transmission to which the investor has given consent.

Section 2.08 Voting lists. The official or agent responsible for registering the Corporation's project financing process shall, at least 11 (eleven) days before each investor meeting, provide a complete list of investors eligible to vote at the meeting or any break in its holding, arranged in alphabetical order and containing: (a) the address of each investor, (b) the direction of which each investor has made investments in, (c) the amount of funds invested by each investor, and (d) the number of votes to which each investor is entitled.

The list must be kept at the corporation's registered office or at its headquarters, and it must be available for review by any investor at any time during normal business hours for ten (10) days prior to the meeting.

Section 2.09 INVESTOR QUORUM. The quorum for the investor meeting is determined by the presence of investors or their proxies. Unless otherwise required by the BOC, the Certificate of Incorporation, or these Statutes:

(a) The positive vote of the majority of investors present at the meeting, if there is a quorum, is the investors' decision.

(b) Investors who are present in person or through a proxy at a quorum meeting may conduct business properly submitted to the meeting before the break. The withdrawal of any investor or refusal to vote does not affect the presence of a quorum.

If there is no quorum, investors present in person or through a proxy may postpone the meeting to a time and place determined by a majority vote of the investors present or represented at the meeting. At such postponed meetings, when the required number of voting investors are present, any issues planned initially can be considered.

Section 2.10 CONDUCT OF MEETINGS. The Board of Directors may establish rules and regulations for holding investor meetings, if it deems it necessary. At each meeting, the CEO, or, in their absence or inability, the Vice President, or, the Director or an official appointed by the Board of Directors, acts as chairman and directs the meeting. The Secretary or, in case of his absence or inability, the person appointed by the chairman, performs the functions of the secretary of the meeting and keeps the minutes.

Section 2.11 INVESTOR VOTING. Each investor has the right to one vote on each issue submitted to the investor meeting, unless the rules specify a greater or lesser number of votes.

The election of directors is conducted by a majority vote of the eligible investors at a quorum meeting.

Investors are prohibited from accumulating votes in the election of directors.

Any voting may be conducted by voice or by show of hands, unless the investor who has the right to vote, personally or through a proxy, objects to this, in which case written ballots are used.

Section 2.12 VOTING OF REPRESENTATIVES AND CANDIDATES. Nothing in this section should be interpreted as limiting the right of a Corporation, any domestic or foreign corporation or other organization to hold a decisive vote.

Any investor can vote in person or by means of a written power of attorney. The power of attorney may not be valid after the expiration of eleven (11) months from the date of its registration, unless otherwise specified in the power of attorney. Powers of attorney may be revoked unless the form of the power of attorney states that it is irrevocable and involves an interest. A power of attorney coupled with an interest includes the appointment by the holder of the power of attorney of (a) a pledgee; (b) a person

investing in preferred areas of the Corporation; (c) a lender who has provided a loan to the Corporation on terms that require appointment; (d) an employee whose employment contract requires an appointment; or (e) a party to a voting agreement or an investor agreement in accordance with BOC.

The proxy may vote on behalf of the proxy, but is not allowed to vote unless appointed by the proxy.

The manager may also vote without transferring the contract to the manager, if the authority to do so is indicated in the relevant court decision on the appointment of the manager.

The investor whose investments are pledged retains the right to vote on them until the transfer of the investment accounts to the name of the pledgee, after which the pledgee has the right to vote on the transferred accounts, taking into account any agreements establishing restrictions on the pledge, assignment, pledge, voluntary or compulsory transfer of accounts.

The Board of Directors may establish a procedure according to which an investor may submit to the Corporation a statement stating that some or all of the funds registered in the investor's name are held on behalf of the specified individual, who must be recognized by the Corporation as an investor. This procedure should determine the extent to which the Corporation will recognize the designated individual as an investor, and may include any provisions that the Board of Directors deems necessary, including, but not limited to, any of the following:

- (a) Types of nominee investors eligible to apply.
- (b) The rights or privileges of the beneficial owner recognized by the Corporation after submitting the application.
- (c) Information required to be included in the application.
- (d) The deadline for receiving the application so that it can take effect in relation to the upcoming meeting or vote.
- (e) The period during which the submitted application will be recognized by the corporation.

Section 2.13 WRITTEN CONSENT OF THE INVESTOR WITHOUT A MEETING. Any action required by BOC to be taken at an annual or special meeting of investors, or any action that may be taken at an annual or special meeting of investors, may be taken without a meeting, without prior notice, and without a vote, if written consent or consents indicating the action to be taken are signed by investors who have the right to vote on this issue, having the minimum number of votes necessary to take action at a meeting attended and voted by all investors who have the right to vote on this action. An immediate notification of an action taken by investors without holding a meeting based on less than unanimous written consent must be sent to those investors who have not provided written consent to such action.

ARTICLE III DIRECTORS

Section 3.01 BOARD OF DIRECTORS. The Corporation's business is managed under the supervision of the Corporation's Board of Directors. Directors are not required to be residents of the State of Texas or investors in the Corporation.

Section 3.02 NUMBER OF DIRECTORS. The number of directors should be four, provided that this number may be increased or decreased from time to time by making amendments to these Articles of Association or by decision of the Board of Directors. Any reduction in the number of directors should not shorten the term of office of any current director.

Section 3.03 Terms of office. At the first annual meeting of investors and at each subsequent annual meeting, investors eligible to vote for the election of directors elect directors who hold office until their successors are duly elected and qualified, or until their death, resignation, disqualification or removal.

Section 3.04 VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Any vacancy on the Board of Directors may be filled either by election at an annual or special meeting of investors convened for this purpose, or by an affirmative vote of the majority of the remaining directors, even if the majority of the remaining directors is less than the quorum of the total directors specified in the Certificate of Establishment or Articles of Association. The Director elected to fill the vacancy must serve for the remainder of his predecessor's term of office.

A director's position resulting from an increase in the number of directors may be filled by election at an annual or special meeting of investors convened for this purpose, or by the Board of Directors for a term lasting only until the next election of one or more directors by investors. However, the Board of Directors may not hold more than two (2) directorships between two (2) consecutive annual meetings of investors.

Section 3.05 Elimination. Any director or the entire Board of Directors may be removed from office, with or without reason, by a vote of the majority of investors eligible to vote in the election of a director or directors at any investor meeting specially convened for this purpose.

Section 3.06 RESIGNATION. The Director may resign by sending a written notice to the Corporation. The resignation shall take effect upon receipt by the Corporation of the notice of resignation or from the effective date specified in the notice. Acceptance of the resignation is not required for its entry into force.

Section 3.07 REGULAR MEETINGS OF DIRECTORS. A regular meeting of the newly elected Board of Directors is held without additional notice immediately after each annual investor meeting, at which the Board of Directors elects officers and resolves any other issues duly submitted for consideration by the

meeting. The Board of Directors may decide on the time and place of additional regular meetings without additional notification beyond the scope of the decision.

Section 3.08 SPECIAL MEETINGS OF DIRECTORS. The CEO may convene a special meeting of the Board of Directors at a specific time and place. The CEO must also hold a special meeting at the written request of two (2) or more directors.

Section 3.09 NOTIFICATION OF THE DIRECTORS' MEETING. All meetings of the Board of Directors must be held with at least three (3) days' advance notice indicating the date, time and place of the meeting, delivered personally or by mail to each director. Notification of meetings of the Board of Directors may also be sent to the Director in electronic form with his consent. The Director may specify the electronic transmission form to be used for notification.

A written waiver of the required notification, signed by the authorized director before or after the meeting, is equivalent to giving notice to the director who signed the waiver. The Director's presence at any meeting is considered a waiver of notification, except in cases where he is present at the meeting to object to the conduct of business on the grounds that the meeting was called or improperly convened.

Section 3.10 QUORUM AND ACTIONS OF THE DIRECTORS. A majority of the directors, plus one (1) additional Director, constitute a quorum for conducting business. The actions of the majority of the directors present at the meeting, if there is a quorum, are considered actions of the Board of Directors, unless a larger number is required by law, the Certificate of Establishment or these Articles of Association.

Directors present at the meeting without a quorum may postpone the meeting to a specific time and place, which may be determined by a vote of the directors present at the meeting.

Section 3.11 COMPENSATION. Directors do not receive a fixed salary for their services, however, a fixed amount and attendance costs may be allowed for participation in any meeting of the Board of Directors or its committees, if any, by decision of the Board of Directors. The Director is not prohibited from serving the Corporation in another capacity and receiving remuneration for services in this capacity.

Section 3.12 ACTIONS OF THE DIRECTORS WITHOUT A MEETING. Unless limited by the Certificate of Incorporation or these Articles of Association, any action required or authorized for adoption at a meeting of the Board of Directors or any committee may be taken without a meeting if all members of the Board of Directors or Committee give their consent in writing or by electronic transmission. These written or electronic consents must be added to the minutes of meetings of the Board of Directors or the Committee.

Section 3.13 COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors may, by a decision adopted by a majority of the Board of Directors, appoint one or more directors to form one or more committees to exercise the Council's powers to the extent specified in the Council's decision and authorized by the BOC.

The creation of a committee of the Board of Directors and the transfer of powers to it does not relieve the Board of Directors or any of its members from their duties provided for by law.

ARTICLE IV OFFICIALS

Section 4.01 POSITIONS AND ELECTIONS. The officers of the Corporation are elected by the Board of Directors and consist of the CEO and Secretary, as well as any other officers, assistants and agents that the Board deems necessary. Any two (2) or more positions may be held by the same person. Each official performs his duties until his successor is elected and qualified, or until his death, resignation or removal. Vacancies or new positions are filled at the next regular or special meeting of the Board of Directors.

Section 4.02 Removal from office. Any official elected or appointed by the Board of Directors may be removed from office, with or without reason, by a majority vote of the Board of Directors. Such removal does not affect any contractual rights, if any, of the displaced official.

Section 4.03 General Director. The CEO is the Chief Executive Officer of the Corporation and, under the guidance of the Board of Directors, carries out active, general supervision and executive management of the Corporation's business and affairs. The CEO chairs all meetings of directors, ensures the implementation of all orders and decisions of the Board of Directors, and performs any other duties that the Board of Directors may assign to him.

Section 4.04 VICE PRESIDENTS. Each Vice President may hold such position as the Board of Directors may determine, and each Vice President, in the order of their rank established by the Board of Directors, must perform the duties and exercise the powers of the CEO in the absence or inability of the CEO to act or at the request of the CEO, as well as perform other duties that may be assigned by the Board of Directors.

Section 4.05 SECRETARY AND ASSISTANT SECRETARY. The Secretary must attend all meetings of the Board of Directors and investors, record all votes and minutes of all meetings, and perform similar duties for Standing Committees when required. The Secretary sends or ensures the distribution of notices of all meetings of the Board of Directors and shareholders and performs other duties

prescribed by the Board of Directors. The Secretary makes records and puts the seal of the Corporation and must affix a seal to all documents and certify their authenticity with the proper permission of the Board of Directors.

Each Assistant Secretary may, in the absence or inability of the Secretary, or at the request of the Secretary or the Director General, perform the duties and exercise the powers of the Secretary, as well as perform other duties assigned by the Board of Directors.

In the absence of the Secretary or the Assistant Secretary, the minutes of all meetings of directors and investors are kept by a person appointed by the CEO or the Board of Directors.

Section 4.06 Treasurer and Assistant Treasurers. The Treasurer is the chief financial officer of the Corporation, stores corporate funds and securities, keeps accurate records of all receipts and payments, deposits all funds and valuable assets in depositories appointed by the Board of Directors, and generally performs all duties related to the position of Treasurer, as well as any other duties assigned by the Board of Directors.

The Treasurer spends the Corporation's funds on the instructions of the Board of Directors, issuing appropriate vouchers. The Treasurer maintains the books of the Corporation and provides the CEO and directors with a report on all transactions as Treasurer and on the financial condition of the Corporation, and at any time submits books, records and accounts to the CEO or directors upon their request.

At the request of the Council, the Treasurer must provide a pledge for the faithful performance of his duties and the return of all books, papers, vouchers, money and other property at his disposal after death, retirement, or removal from office.

Each Assistant Treasurer may, in the absence or in case of inability of the Treasurer, or at the request of the Treasurer or the Director General, perform the duties and exercise the powers of the Treasurer, as well as perform other duties assigned by the Board of Directors.

Section 4.07 Authority to enter into agreements. All agreements entered into by the Corporation on its behalf must be signed by (a) the CEO or any Vice President, (b) any other officer or employee of the Corporation duly authorized by the CEO, subject to any limitations of such authority as the CEO deems necessary, or (c) any other person who authorized by the Board of Directors.

ARTICLE V

DIVIDENDS

Section 5.01 DECLARATION. The Board of Directors may authorize payments from savings accounts, electronic accounts, foreign branch accounts in cash, through bank transactions, or in property at any annual, regular, or special Board meeting to the extent permitted by the laws of the State of Texas and subject to their provisions. By resolution, the Board of Directors may create reserves or allocate part or all of the surplus funds for any appropriate purposes and may increase, decrease or cancel such reserves, or allocation in the same manner, subject to prior written approval by a majority of investors.

Section 5.02 Setting record dates for the payment of dividends.

In order to determine the investors eligible to receive dividends from the Corporation, the Board of Directors decided to pay daily dividends to investors. If no registration date has been set for determining investors eligible to receive dividends, the date of registration is considered to be the date when the Board of Directors makes a decision on the distribution of dividends.

**ARTICLE VI
COMPENSATION OF LOSSES**

Section 6.01 PROTECTION OF CURRENT AND FORMER DIRECTORS AND OFFICIALS. The Corporation shall indemnify any person who has been, or is, a party to, or threatens to become a party to, any threatening, pending, or completed lawsuit or proceeding (whether civil, criminal, administrative, arbitration, or investigative), including any appeal thereof, or any investigation that may lead to such action or proceeding (each of the above actions being "Proceedings") because such person (1) is or has been a director or officer of a Corporation; or (2) as a director of a Corporation, serves or has served at the request of the Corporation as a partner, director, officer, entrepreneur, owner, trustee, employee, administrator, or agent of another enterprise, organization, or employee benefit plan (each such person in the section 2) hereinafter referred to as the "Delegate", and together with each such person referred to in section (1), referred to as the "Reimbursable Person") to the extent permitted by the Warranty Agreement (WA), but in the case of a change, replacement or substitution of WA only to the extent to which such change, replacement the substitution allows the Corporation to grant broader rights to damages than those permitted by the WA prior to such a change in respect of all court decisions (including arbitral awards), court costs, fines, settlements, penalties, excise taxes and other similar payments, as well as reasonable attorneys' fees (collectively, "Expenses"), actually incurred by the Released Person in connection with such proceedings. The rights to damages provided for in this section 7.01 remain in force for any person who has ceased to be a director, officer or representative, and extend to the heirs, executors or administrators of such person.

Section 6.02 COST RECOVERY. The Corporation shall pay or reimburse reasonable expenses incurred by a person who currently serves as a director, officer, or representative of the Corporation and who has

been or is threatening to become a party to any legal proceedings pending the final resolution of such proceedings, without determining the person's right to damages, provided that the Corporation receives the following is prior to such reimbursement:

- (a) A written confirmation from the insured person that he or she believes in good faith that he or she meets the standards of conduct required for damages under the BOC.
- (b) A written commitment by or on behalf of the Insured person to refund the amount advanced if it is eventually determined that the Insured person did not meet the required standards of conduct set out in the BOC, or that compensation for damages is prohibited under the BOC.

Section 6.03 PROTECTION AND ADVANCE PAYMENT OF EXPENSES TO OTHERS PEOPLE. Notwithstanding any other provisions of this Article VII, the Corporation may reimburse and advance expenses to persons who are not covered, including consulting directors, non-executive officers, employees and agents of the Corporation, to the extent and in accordance with the procedure provided for by BOC and these Articles of Association.

Section 6.04 The rights to damages ARE NOT EXCLUSIVE. The rights provided for in this article VII are not exclusive to any other rights to which a person may be entitled under applicable law, the Articles of Association of the Corporation, any decision or action of investors or disinterested directors of the Corporation, or any agreement.

Section 6.05 INSURANCE. The Corporation may purchase and maintain insurance or other indemnification agreement for any insured person against any liability incurred by the Insured person in that capacity or arising from the Insured Person's status in that capacity, regardless of whether the Corporation has the right to reimburse the Insured person for such liability in accordance with applicable law.

Section 6.06 INDEPENDENCE AND ADVANCE REPORTS. No later than one (1) year after the Corporation reimburses or advances the director's expenses, it must provide a written report on such reimbursement or advance to investors, which must be transmitted along with the notification or waiver of notification for the next investor meeting or until the next written consent of the investors without holding a meeting.

ARTICLE VII MISCELLANEOUS

Section 7.01 CORPORATE SEAL. The Corporation may accept the corporate seal in the form approved by the Board of Directors. The Corporation is not obligated to use a corporate seal, and the absence of a corporate seal does not affect the validity of any contract or other document concluded by the Corporation.

Section 7.02 Receipts, expenses, etc. All checks, expenses, or other instruments for the payment of money or promissory notes to the Corporation must be signed by an officer or officers or other person or people as may be determined from time to time by a decision of the Board of Directors.

Section 7.03 FISCAL YEAR The financial year of the Corporation is determined by the Board of Directors.

Section 7.04 Invalid provisions. If one or more provisions of these Articles of Association or the applicability of any provision to a particular situation are found to be invalid or unenforceable, such provision shall be amended to the minimum extent necessary to make it valid and enforceable, and the validity and enforceability of all other provisions of these Articles and all other applications of any provision should not be affected in this way.

Section 7.05 Conflict With THE APPLICABLE LAW or CERTIFICATE OF INCORPORATION. These Articles of Association have been adopted in accordance with any applicable laws and the Corporation's Certificate. In any case, where these Statutes may conflict with any applicable law or Certificate of Establishment, such conflict must be resolved in favor of such law or Certificate of Establishment.

ARTICLE VIII

AMENDMENTS TO THE CHARTER

Section 8.01 Amendments to the Articles of Association. The Board of Directors may amend, amend, supplement, revoke these Articles of Association or adopt new Articles of Association. Investors may adopt additional by-laws, as well as amend or repeal any by-laws, regardless of whether such by-laws were originally adopted by them or otherwise.

Michael Latham, Founder of Del Mar Energy Inc. hereby certifies that the above is a true and correct copy of the internal documents of the aforementioned corporation, duly accepted by the original Board of Founders on 03/14/2011.

Signatures of the parties:

Company:
Del Mar Energy Inc.
Michael Latham
CEO

