



## Certificate of Arrangement

*Canada Business Corporations Act*

## Certificat d'arrangement

*Loi canadienne sur les sociétés par actions*

**12178711 Canada Inc.**

**1217871-1**

**CALFRAC WELL SERVICES LTD.**

**1257852-2**

Corporate name(s) of CBCA applicants / Dénomination(s)  
sociale(s) de la ou des sociétés LCSA requérantes

Corporation number(s) / Numéro(s) de la ou  
des sociétés

I HEREBY CERTIFY that the arrangement set out in the attached articles of arrangement has been effected under section 192 of the *Canada Business Corporations Act*.

JE CERTIFIE que l'arrangement mentionné dans les clauses d'arrangement annexées a pris effet en vertu de l'article 192 de la *Loi canadienne sur les sociétés par actions*.

**Raymond Edwards**

Director / Directeur

**2020-12-18**

Date of Arrangement (YYYY-MM-DD)  
Date de l'arrangement (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)  
FORM 14.1  
ARTICLES OF ARRANGEMENT  
(Section 192)**

<b>1 - Name of the applicant corporation(s)</b>	<b>Corporation number</b>
12178711 Canada Inc. Calfrac Well Services Ltd.	1217871-1 1257852-2

<b>2 - Name of the corporation(s) the articles of which are amended, if applicable</b>	<b>Corporation number</b>
12178711 Canada Inc.	1217871-1

<b>3 - Name of the corporation(s) created by amalgamation, if applicable</b>	<b>Corporation number</b>
N/A	

<b>4 - Name of the dissolved corporation(s), if applicable</b>	<b>Corporation number</b>
N/A	

<b>5 - Name of the other bodies corporate involved, if applicable</b>	<b>Corporation number or jurisdiction</b>
See attached Schedule A	

**6 - In accordance with the order approving the arrangement, the plan of arrangement attached hereto, involving the above named body(ies) corporate, is hereby effected.**

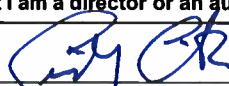
**In accordance with the plan of arrangement,**

a. the articles of the corporation(s) indicated in item 2, are amended.  
If the amendment includes a name change, indicate the change below:

b. the following bodies corporate and/or corporations are amalgamated (for CBCA corporations include the corporation number):

c. the corporation(s) indicated in item 4 is(are) liquidated and dissolved:

**7 - I hereby certify that I am a director or an authorized officer of one of the applicant corporations.**

Signature: 

Print name: Lindsay R. Link

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

**SCHEDULE A**

<b>5 - Name of the other bodies corporate involved, if applicable</b>	<b>Corporation number or jurisdiction</b>
Calfrac (Canada) Inc.	Alberta
Calfrac Well Services Corp.	Colorado
Calfrac Holdings LP, by its General Partner Calfrac (Canada) Inc.	Delaware

Amendment to restrictions on business of 12178711 Canada Inc.

SCHEDULE OF RESTRICTIONS ON BUSINESS

12178711 CANADA INC.

The business that the Corporation may carry on shall be limited to the activities and operations necessary or desirable to hold, as agent for and on behalf of the Funding Commitment Parties, the Commitment Consideration Shares under the plan of arrangement of the Corporation, Calfrac Well Services Ltd., Calfrac (Canada) Inc., Calfrac Well Services Corp. and Calfrac Holdings LP, by its general partner, Calfrac (Canada) Inc. (the "**Plan of Arrangement**"), pursuant to the terms of the Plan of Arrangement, and to carry out such other roles as may be required by such Plan of Arrangement or any court orders related to such Plan of Arrangement. These restrictions shall not prejudice the ability of the Corporation to sell, dispose or otherwise transact with respect to assets or property held by the Corporation as of the date on which these restrictions were added to the articles of the Corporation.