

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	Amalgamation of BHP Billiton Canada Inc with Athabasca Potash Inc to form BHP Billiton Canada Inc																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>BHP Billiton Canada Inc</td> <td></td> <td>07/01/2010</td> <td>CORPORATION: CANADA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	BHP Billiton Canada Inc		07/01/2010	CORPORATION: CANADA																
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PROPERTY NUMBERS Total: 1																											
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CORRESPONDENCE DATA																											
<p>Fax Number: 9497609502</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 9497600404</p> <p>Email: efilling@knobbe.com</p> <p>Correspondent Name: Stacey R. Halpern</p> <p>Address Line 1: 2040 Main Street, Fourteenth Floor</p> <p>Address Line 4: Irvine, CALIFORNIA 92614</p>																											
ATTORNEY DOCKET NUMBER:	GHACK37.001TUS																										
DOMESTIC REPRESENTATIVE																											
<p>Name: Stacey R. Halpern</p> <p>Address Line 1: 2040 Main Street, Fourteenth Floor</p>																											

OP \$40.00 2517996

Address Line 4: Irvine, CALIFORNIA 92614

NAME OF SUBMITTER:

Stacey R. Halpern

Signature:

/Stacey R. Halpern/

Date:

03/19/2013

Total Attachments: 3

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Industry  
Canada

Industrie  
Canada

Canada Business  
Corporations Act

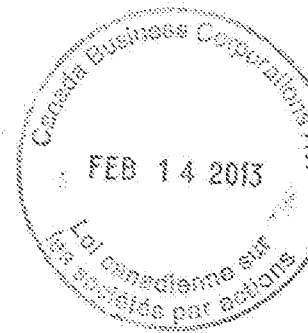
Loi canadienne sur  
les sociétés par actions

I HEREBY CERTIFY THAT THE  
ATTACHED IS A TRUE COPY OF THE  
DOCUMENT MAINTAINED IN THE  
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTS:  
DOCUMENT CI-JOINT EST U  
EXACTE D'UN DOCUMENT  
DANS LES LIVRES TENUS  
DIRECTEUR.

Director - Directeur

Date





# Certificate of Amalgamation

*Canada Business Corporations Act*

# Certificat de fusion

*Loi canadienne sur les sociétés par action*

**BHP BILLITON CANADA INC.**

Corporate name / Dénomination sociale

**757328-6**

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée a été issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, de sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Aïssa Aomari

Deputy Director / Directeur adjoint

**2010-07-01**

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

TRADEMARK

REEL: 004985 FRAME: 0079



Industry Canada  
Canada Business  
Corporations Act

Industrie Canada  
Loi canadienne sur  
les sociétés actions

FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)

FORMULAIRE 9  
STATUTS DE FUSION  
(ARTICLE 185)

1 - Name of corporation / Dénomination de la société  
BHP BILLITON CANADA INC.

2 - The province or territory in Canada where the registered office is situated / La province ou le territoire au Canada où se situe le siège social  
British Columbia

3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
Unlimited number of Common shares

4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu  
None

5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs  
Minimum of three (3) and a maximum of seven (7)

6 - Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu  
None

7 - Other provisions, if any / Autres dispositions, s'il y a lieu  
N/A

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

183

184(1)

184(2)

9 - Name of the amalgamating corporations / Dénomination des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre	Tel. / N° de
BHP Billiton Canada Inc.	448237-9	<i>[Signature]</i>	June 18, 2010	Director	604-6
Altabasca Potash Inc.	758201-3	<i>[Signature]</i>	June 18, 2010	Director	604-6

IC 3109 (2003/08) (CSA) 2418

7573286

Cana

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