

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Vermilion Resources Ltd.		01/01/2013
			Entity Type
			CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Vermilion Energy Inc.		
Street Address:	400 3rd Avenue SW		
Internal Address:	Suite 3700		
City:	Calgary. AB		
State/Country:	ALBERTA		
Postal Code:	T2P4H2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85635286	VERMILION ENERGY
CORRESPONDENCE DATA			
Fax Number:	3123606574		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	312-360-6000		
Email:	trademarks@freeborn.com		
Correspondent Name:	Andrew L. Goldstein		
Address Line 1:	311 S. Wacker Drive		
Address Line 2:	Suite 3000		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	01559-0131		
DOMESTIC REPRESENTATIVE			

CH \$40.00 85635286

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Andrew L. Goldstein

Signature:

/alg/

Date:

04/24/2013

Total Attachments: 13

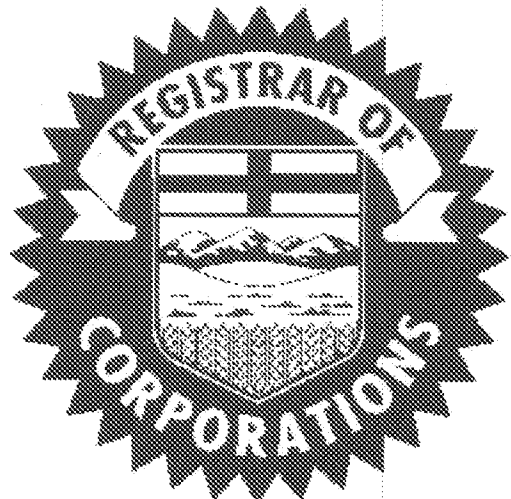
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**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

VERMILION ENERGY INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2013/01/01.



**Articles of Amalgamation
For
VERMILION ENERGY INC.**

Share Structure:	THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON SHARES.
Share Transfers Restrictions:	NONE
Number of Directors:	
Min Number of Directors:	1
Max Number of Directors:	15
Business Restricted To:	NONE
Business Restricted From:	NONE
Other Provisions:	THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

Registration Authorized By: TIMOTHY NELSON
SOLICITOR

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2013/01/01

Corporate Access Number: 2017211596

Service Request Number: 19025711
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: VERMILION ENERGY INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 400 3RD AVENUE SW, SUITE 3700
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4H2

RECORDS ADDRESS

Street: 400 3RD AVENUE SW, SUITE 3700
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4H2

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF
COMMON SHARES.

Share Transfers

Restrictions: NONE

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

Professional Endorsement
Provided:

Future Dating Required:

Registration Date: 2013/01/01

Director

Last Name: DONADEO

First Name: LORENZO

Middle Name:

Street/Box Number: 9 SUNSET COVE S.E.

City: CALGARY

Province: ALBERTA

Postal Code: T2X 3E8

Country:

Resident Canadian: Y

Named On Stat Dec: Y

Last Name: GHERSINICH

First Name: CLAUDIO

Middle Name: A.

Street/Box Number: 704 HILLCREST AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2S 0N4

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: KILLI

First Name: JOSEPH

Middle Name:
Street/Box Number: 700, 505 - 3 STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3E6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MACDONALD
First Name: LARRY
Middle Name: J.
Street/Box Number: BOX 26, SITE 6, RR 2
City: OKOTOKS
Province: ALBERTA
Postal Code: T1S 1A2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MADISON
First Name: WILLIAM
Middle Name:
Street/Box Number: 4015 OAK GROVE COURT
City: SUGAR LAND
Province: TEXAS
Postal Code: 77479
Country:
Resident Canadian:
Named On Stat Dec:

Last Name: DAVIDSON
First Name: W.
Middle Name: KENNETH
Street/Box Number: 1518 BRIARWOOD CRESCENT
City: OAKVILLE
Province: ONTARIO
Postal Code: L6J 2S7
Country:
Resident Canadian: Y

Named On Stat Dec:

Last Name: MARCHANT
First Name: TIMOTHY
Middle Name:
Street/Box Number: 400, 622 - 5TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0M6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: LEIKER
First Name: LOREN
Middle Name:
Street/Box Number: 627 HUNTERS GROVE LANE
City: HOUSTON
Province: TEXAS
Postal Code: 77024
Country:
Resident Canadian:
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2012126336	VERMILION RESOURCES LTD.
2017205713	VERMILION ENERGY INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000907104657660	2013/01/01
Other Rules or Provisions	ELECTRONIC	2013/01/01

Registration Authorized By: TIMOTHY NELSON
SOLICITOR

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
VERMILION ENERGY INC. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

The directors may, between annual general meetings, appoint one or more additional directors of Vermilion Energy Inc. to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of Vermilion Energy Inc. Meetings of the shareholders of Vermilion Energy Inc. may be held outside Alberta at any place within Canada as the Board of Directors of Vermilion Energy Inc. may determine.

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MUNICIPAL AFFAIRS
Registries

Articles of Amalgamation

1. NAME OF AMALGAMATED CORPORATION

VERMILION ENERGY INC.

2. CORPORATE ACCESS NUMBER

3. THE CLASSES OF SHARES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.

THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON SHARES.

4. RESTRICTIONS ON SHARE TRANSFERS (IF ANY).

None

Filed with Alberta Registries
by Norton Rose Canada LLP
JAN 01 2013
Initials: *[Signature]*

5. NUMBER, OR MINIMUM AND MAXIMUM NUMBER OF DIRECTORS.

Minimum 1 - Maximum 15

6. Restrictions if any on business the corporation may carry on

None

7. OTHER PROVISIONS (IF ANY):

THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

8. NAME OF AMALGAMATING CORPORATIONS

Vermilion Energy Inc.
Vermilion Resources Ltd.

CORPORATE ACCESS NUMBER

2017205713
2012126336

9. DATE

SIGNATURE

TITLE

[Signature]

CFO

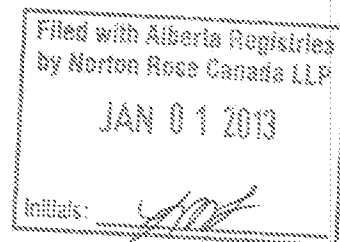
FOR DEPARTMENTAL USE ONLY

FILED

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
VERMILION ENERGY INC. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY)

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Notice Of Address Notice Of Change Of Address

Business Corporations Act
Section 20

1. Name of Corporation

2. Corporate Access Number

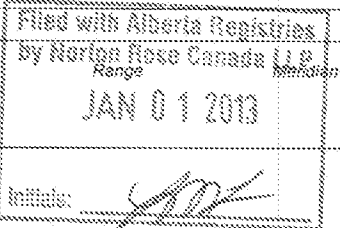
VERMILION ENERGY INC.

3. Address of Registered Office (P.O. Box number can only be used by a Society)

Street	City / Town	Province	Postal Code
400 3rd Avenue SW, Suite 3700	Calgary	Alberta	T2P 4H2

OR

Legal Land Description	Section Meridian	Township	Range	Meridian



4. Records Office (P.O. Box number cannot be used)

Street	City / Town	Province	Postal Code
400 3rd Avenue SW, Suite 3700	Calgary	Alberta	T2P 4H2

OR

Legal Land Description	Section Meridian	Township	Range	Meridian

5. Address for Service by Mail (If different from Item 3)

NOTE: If this is a change, please read instructions carefully.

Post Office Box Only	City / Town	Province	Postal Code

Authorized Signature

Name of Person Authorizing (please print)

Date

Telephone Number (optional)

N/A

Identification

(not applicable for societies and non-profit companies)

CFO

TIR# (please print)

I understand that the personal information on this form is being collected for the purpose of providing such information to Alberta Registries as required by the Business Corporations Act (Alberta) and for the general use and management of services provided by Norton Rose LLP. The personal information will not be disclosed to any other third party.

REG 9815 (2008/08)

Notice Of Directors Or Notice Of Change Of Directors

Business Corporations Act
Sections 108, 113 and 289

1. Name of Corporation

2. Alberta Corporate
Access Number

VERMILION ENERGY INC.	2015489657
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3. The following persons were appointed Director(s) on N/A ;
year / month / day

<small>Name of Director (Last, First, Second)</small>	<small>Mailing Address (including postal code)</small>	<small>Are you a resident Canadian? Yes No</small>

4. The following persons ceased to hold office as Director(s) on N/A ;
year / month / day

<small>Name of Director (Last, First, Second)</small>	<small>Mailing Address (including postal code)</small>	<small>Are you a resident Canadian? Yes No</small>

Filed with Alberta Registries
on 2013 01 01

JAN 01 2013

initials: *SMF*

5. As of this date, the Director(s) of the corporation are:

<small>Name of Director (Last, First, Second)</small>	<small>Mailing Address (including postal code)</small>	<small>Are you a resident Canadian? Yes No</small>
Donadeo, Lorenzo	9 Sunset Cove S.E., Calgary, AB T2X 3E8	Yes
Ghersinich, Claudio A.	704 Hillcrest Avenue S.W., Calgary, AB T2S 0N4	Yes
Killi, Joseph	700, 505 - 3 Street SW, Calgary, AB T2P 3E6	Yes
Macdonald, Larry J.	Box 26, Site 6, RR 2, Okotoks, AB T1S 1A2	Yes
Madison, William	4015 Oak Grove Court, ^{FLORIDA} Surger Land, TX, USA 77479	No
Davidson, W. Kenneth	1518 Briarwood Crescent, Oakville, ON L6J 2S7	Yes
Marchant, Timothy	400, 622 - 5th Avenue SW, Calgary, AB T2P 0M6	Yes
Leiker, Loren	627 Hunters Grove Lane, Houston, TX, USA 77024	No

6. To be completed only by Alberta Corporations:

Are at least 1/4 of the members of the Board of Directors Resident Canadians? Yes No

Authorizer Signature	Name of Person Authorizing (please print)	Date

N/A		
Telephone Number (daytime)	Identification <small>(not applicable for non-profit companies)</small>	Title (please print)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T6J 2G7, (780) 427-7013.
REG 3017 (2009/08)



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STATUTORY DECLARATION

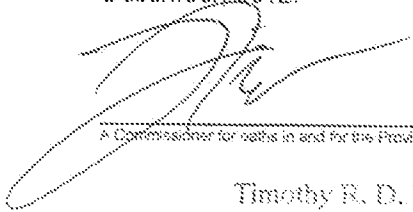
CANADA) IN THE MATTER of the *Business Corporations Act* (Alberta), and
) IN THE MATTER of the amalgamation of Vermillion Energy Inc. and
) Vermillion Resources Ltd. (the "Amalgamating Corporations") as a
) Corporation to be known as Vermillion Energy Inc. (the
 TO WIT:) "Amalgamated Corporation")

I, Lorenzo Donadeo, of the City of Calgary, in the Province of Alberta, businessman, do solemnly declare that:

1. I am a proposed director of the Amalgamated Corporation and as such have personal knowledge of the matters herein declared to.
2. I have conducted, or caused to be conducted, such examinations of the books and records of the amalgamating corporations and have made such enquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) no creditor will be prejudiced by the amalgamation.

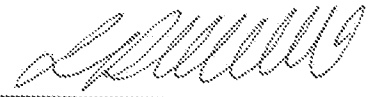
And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED before me at the City of Calgary,)
 in the Province of Alberta, this 17 day of)
 December, 2012.)
)
)
)
)



 A Commissioner for oaths in and for the Province of Alberta

Timothy R. D. Nelson
Barrister and Solicitor



 Lorenzo Donadeo