

Declaration of Partnership

Partnership Act

We, Petrobank Energy and Resources Ltd. (CAN: 209673367)

Name of Declarant

WHITESANDS Insitu Inc. (CAN: 2013694670)

Name of Declarant

declare that:

1. We are carrying on or intend to carry on the business of

Exploration and production of heavy oil

Type of Business

in Calgary, in the Province of Alberta, under the name
City, Town, Village

of WHITESANDS INSITU Partnership

Business Name

2. The said partnership has existed since December 31, 2007, and that the

Day / Month / Year

partnership will exist; (a) until

Day / Month / Year

(b) for an indefinite period.

3. The persons named in the declaration are the sole members of the partnership.

FILED
Dec. 31, 2007
McCarthy Tétrault LLP
Calgary, Alberta

4. Date of declaration December 31, 2007

Day / Month / Year

Per: *J Peate*

5. Name, Address, Occupation and Identification of Partners *(If more than two partners, please attach a list)*

Name: Petrobank Energy and Resources Ltd.

Address: 2600, 240 - 4 Avenue S.W. Calgary Alberta T2P 4H4
City, Town, Village Province Postal Code

Occupation: N/A

Petrobank Energy and Resources Ltd.

Per: *[Signature]*

Name: WHITESANDS Insitu Inc.

Address: 2600, 240 - 4 Avenue S.W. Calgary Alberta T2P 4H4
City, Town, Village Province Postal Code

Occupation: N/A

WHITESANDS Insitu Inc.

Per: *[Signature]*

This information is being collected for the purposes of corporate registry records in accordance with the Partnership Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.

REGISTER PARTNERSHIP - Proof of Filing

Alberta Registration Date: 2007/12/31

Registration Number: PT13718457

Service Request Number: 10998727

Partnership Name: WHITESANDS INSITU PARTNERSHIP

Type of Business: EXPLORATION AND PRODUCTION OF HEAVY OIL

Business Location: CALGARY

Commencement Date: 2007/12/31

Partner

Partner Type: Legal Entity

Corporate Access Number: 209673367

Last Name / Legal Entity Name: PETROBANK ENERGY AND RESOURCES LTD.

Street: 2600, 240 - 4 AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4H4

Partner Type: Legal Entity

Corporate Access Number: 2013694670

Last Name / Legal Entity Name: WHITESANDS INSITU INC.

Street: 2600, 240 - 4 AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4H4

Registration Authorized By: ROBERT W. NEARING
SOLICITOR

REGISTER PARTNERSHIP - Registration Statement

Alberta Registration Date: 2007/12/31

Registration Number: PT13718457

Service Request Number: 10998727

Partnership Name: WHITESANDS INSITU PARTNERSHIP

Nuans Number:

Nuans Date:

Type of Business: EXPLORATION AND PRODUCTION OF HEAVY OIL

Business Location: CALGARY

Commencement Date: 2007/12/31

Termination Date:

Partner

Partner Type: Legal Entity

Corporate Access Number: 209673367

Last Name / Legal Entity Name: PETROBANK ENERGY AND RESOURCES LTD.

First Name:

Middle Name:

Occupation:

Street: 2600, 240 - 4 AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4H4

Country:

Internet Mail ID:

Partner Type: Legal Entity

Corporate Access Number: 2013694670

Last Name / Legal Entity Name: WHITESANDS INSITU INC.

First Name:

Middle Name:

Occupation:

Street: 2600, 240 - 4 AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4H4

Country:

Internet Mail ID:

**Registration Authorized By: ROBERT W. NEARING
SOLICITOR**