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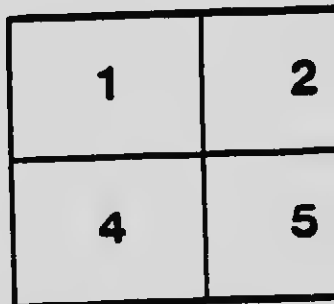
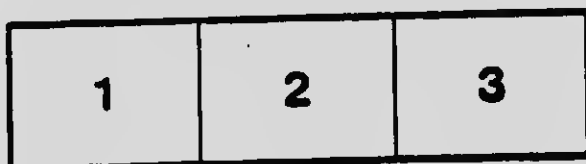
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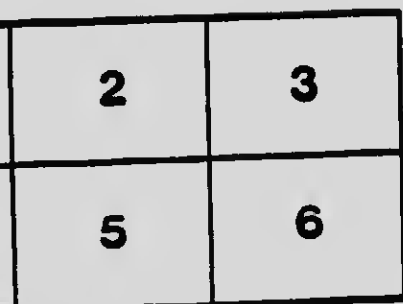
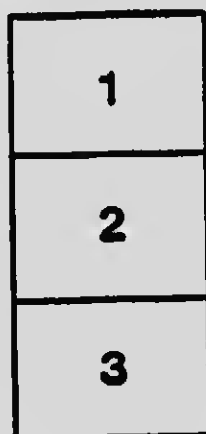
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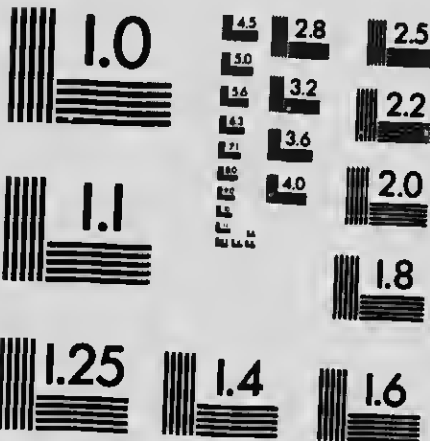
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**The Phoenix
Oil Company
Limited**



Prospectus

Prospectus

OF

THE PHOENIX OIL COMPANY, LIMITED
(Incorporated in Canada under the Laws of the
Province of Alberta.)

CAPITAL - - - - - \$500,000

Divided into 500,000 shares of \$1.00 each

THERE ARE NOW offered for subscription 100,000
shares in the Capital Stock of the Company payable
in cash on application.

Directors

COLONEL JAMES WALKER, President
Capitalist

REGINALD STEWART, Secretary-Treasurer
Barrister

WILLIAM H. KELLER,
Managing Director and Fiscal Agent
Broker.

L. R. BURN, Contractor.

WILLIAM NICHOLSON, Capitalist

JOHN LAW, Manager.

IVAN H. CROOKS, Druggist.

Consulting Geologist:
F. JOHN SUR.

Bankers:
BANK OF NOVA SCOTIA.

Solicitors:
STEWART, CHARMAN & CAMERON

Registered Office:
220a EIGHTH AVENUE WEST, CALGARY.

PROSPECTUS OF THE PHOENIX OIL COMPANY, LIMITED

Issued the 19th day of May, A.D. 1914, and duly filed with the Registrar of Joint Stock Companies for the Province of Alberta.

THE PHOENIX OIL COMPANY, LIMITED, was incorporated under the laws of the Province of Alberta, Canada, on the Sixteenth day of February, A.D. 1914, for the objects set forth in its Memorandum of Association, and especially for the purpose of owning, holding, and developing Petroleum and Natural Gas Leases.

The organizers of this Company believe that the existence of valuable oil deposits in Alberta has been established, and in order to acquire such properties as are recommended by a competent Geologist and Oil Engineer, they have retained the services of Mr. F. John Sur, an oil geologist of international reputation, and one of the first great petroleum geologists to approve of the Dingman site.

In his preliminary report on the property of the Phoenix Oil Company, Limited, Mr. Sur says: "Much of this property is as well situated as any that I have seen in Alberta. You have upon some of it, ideal conditions for the accumulation of petroleum at a possible drilling depth. The depth to Kootenay and Dakota Series does not seem, from what I have seen, to be as much as have some of the wells in the Black Diamond fields." He also states that we have structural conditions upon our properties which correspond geologically with those of the properties now producing petroleum in the Okotoks field.

Mr. Sur is now in the field inspecting our properties in detail for the purpose of locating our well sites under the same conditions, geologically, as he found in the producing wells of Alberta, and it is our intention to act upon his advice and judgment immediately upon receipt of his complete report, and commence drilling forthwith.

After a careful examination of the properties by Mr. Sur, and upon his recommendation, the Company has purchased the petroleum and natural gas rights under:

	Acres.
Section 2, Township 18, Range 4, West of the 5th M.	640
Section 3, Township 18, Range 4, West of the 5th M.	640
South half of Section 10, Township 18, Range 4, West of the 5th M.	320
Section 1, Township 17, Range 4, West of the 5th M.	640
Section 11, Township 17, Range 4, West of the 5th M.	640
Section 12, Township 17, Range 4, West of the 5th M.	640
all in the Province of Alberta, and the leases thereof, from Colonel James Walker, Reginald Stewart, L. R. Burn, William H. Keller, William Nicholson, John Law, Ivan H. Crooks, all of the city of Calgary, Alberta, and Frederick F. McBride, of Medicine Hat, Alberta, for 225,000 fully paid up shares in the capital stock of the Company.	
The Company has also purchased from the same Vendors, under the same contract:	
Section 4, Township 14, Range 1, West of the 5th M.	640
Section 5, Township 14, Range 1, West of the 5th M.	640
Section 6, Township 14, Range 1, West of the 5th M.	640
Section 7, Township 14, Range 1, West of the 5th M.	640
	6,080

and the leases thereof, for fully paid up share in the capital stock in the Company, included in the above purchase price.

No consideration is to be paid the said Vendors in cash and nothing for goodwill separately.

The contract between the Company and the Vendors is dated the 18th day of May, A.D. 1914, and this contract, together with the Memorandum and Articles of Association, may be seen during office hours on any business day, at the offices of the Solicitors of the Company, Messrs. Stewart, Charman & Cameron, Calgary, in the Province of Alberta.

Any shareholder of the Company holding One Hundred (100) shares of stock in his own name is qualified to become a director of the Company, and each share of stock entitles the holder to one vote in the management of the Company.

The names, occupations, and addresses of the Directors and the number of shares to be taken by them respectively, is as follows:

Name	Occupation	Address	Number of Shares
Colonel James Walker,	Capitalist,	Calgary, Alta.	22,500
Reginald Stewart,	Barrister,	Calgary, Alta.	33,750
L. R. Burn,	Contractor,	Calgary, Alta.	22,500
William H. Keller,	Broker,	Calgary, Alta.	56,250
William Nicholson,	Capitalist,	Calgary, Alta.	22,500
John Law,	Manager,	Calgary, Alta.	22,500
Ivan H. Crooks,	Druggist,	Calgary, Alta.	22,500

the said shares being allotted to the Directors as Vendors of the land hereinbefore mentioned, and none of the said shares are agreed to be taken by any of the Directors other than in his own right as beneficial owner.

The minimum subscription upon which the Directors may proceed to commence business is five thousand (5,000) shares, and the minimum amount payable on application and allotment is 25c per share.

The Company proposes to pay the Fiscal Agent a commission not to exceed 20 per cent. of the value of the shares for the sale of the stock. No amount is intended to be paid either in cash or shares to any promoter or to any director either to qualify him as a director, or otherwise, for service rendered by him in connection with the formation of the Company.

The estimated amount of the preliminary expense is \$2,000.00 which will be paid by the Company, and the full amount of this issue, after payment thereof, and of commission for the sale of its stock, is to be utilised as working capital of the Company.

All application for shares should be made on forms supplied by the Company, cheques or other remittances to be made payable to the Phoenix Oil Company, Limited, at its registered office, Calgary, Alta., Canada.

The Phoenix Oil Company, Limited

Memorandum of Association

1. The name of the Company is "The Phoenix Oil Company Limited.
2. The registered office of the Company will be situate at the City of Calgary in the Province of Alberta.
3. The objects for which the Company is established are as follows:—
 - (a) To acquire by purchase, lease, hire, discovery or otherwise, mines, mineral claims, mineral leases, prospects, mining lands and mining rights of every description, but more particularly of petroleum and natural gas, and to work, develop, operate and turn the same to account, and to sell or otherwise dispose of the same or any of them or of any interest therein.
 - (b) To carry on the business of searching for, prospecting, digging, boring, drilling, preparing, producing, refining, piping, storing, transporting, supplying, buying, selling, manufacturing, and distributing petroleum and other oils and natural gas or other minerals and their products and by-products.
 - (c) To hold petroleum and natural gas leases in trust for purposes of subletting, assignment or other division of the interest of the original lessee, or of the lands covered by any such lease or leases, or any part thereof amongst other persons, firms or corporations, and to guarantee to such last-mentioned persons, firms or corporations performance by the sub-lessor or assignor of the covenants, promises and undertakings of such sub-lessor or assignor in any sub-lease or assignment contained.
 - (d) To sub-divide the petroleum and natural gas rights in and under the lands covered by any petroleum and natural gas leases held by this Company, and to assign or sublet the petroleum and natural gas rights in and under any or all portion or portions of such lands to any person or persons, firm or firms, corporation or corporations, and the same to repurchase or otherwise re-acquire.
 - (e) To dig, bore, or drill for such petroleum, natural gas or other mineral, and to carry on any and every process or work necessary or convenient to make the same merchantable or saleable, either in crude or refined form.
 - (f) To carry on the business of a mining, smelting, milling and refining company in any or all of its branches.
 - (g) To purchase or otherwise acquire all plants or machinery necessary or convenient to be employed for any of the purposes of the company, and to operate the same.
 - (h) To acquire, construct, maintain, and operate refineries for the refining of crude petroleum.
 - (i) To engage in the business of dealers in petroleum and all or any of its products or by-products, either wholesale or retail.
 - (j) To engage in the business of dealers in natural gas for illuminating, power or other purposes, and for such purposes to enter into any contracts, engagements or agreements with any government, municipality, corporation or person for the supplying of natural gas for the purpose of power, illumination, or other purpose whatsoever.
 - (k) To acquire, construct, equip, maintain and operate a gas lighting plant or plants, or enter into any negotiations or contracts with any municipality or government for the right to use any street, highway or public place for the right of way of the company's gas-pipes for the conveying of natural gas for lighting or other purposes, and to sell, let, or otherwise dispose of or deal with such plant or plants.
 - (l) To acquire, construct, equip, maintain and operate a pipe line or pipe lines for the conveying of petroleum either crude or refined, or any of its products or by-products, and to enter into any negotiations or contracts with any municipality or government for the right to use any street, highway or public place for the right-of-way for such pipe line or lines, and to sell, let or otherwise dispose of or deal with such pipe line or pipe lines.
 - (m) To acquire by gift, purchase or otherwise, from any person or corporation, the right-of-way mentioned in the two preceding paragraphs hereof or any part thereof.
 - (n) to acquire by gift, purchase, lease or otherwise and to hold

lands, water privileges and rights and interests therein and to improve the same by building upon such lands or otherwise and to sell, mortgage, lease, or otherwise deal with or dispose of the same.

(o) To acquire by purchase, lease, hire, exchange or otherwise, such timber lands or leases, timber claims, licenses to cut timber, surface rights and rights of way, water rights and privileges, mills, factories, furnaces, buildings, machinery, plant, or other real and personal property as may be necessary or conducive to the proper carrying out of any of the objects of the company.

(p) To construct, maintain, alter, make, work and operate on the property of the company or on property controlled by the company, any canals, trails, roads, ways, tramways, bridges and reservoirs, dams, flumes, race and other ways, water courses, aqueducts, wells, piers, furnaces, sawmills, crushing works, smelting works, concentrating works, hydraulic works, electrical works and appliances, warehouses, buildings, machinery, plants, stores and other works and conveniences which may seem conducive to any of the objects of the company and to contribute to, subsidize or otherwise aid or take part in any such operation, though constructed and maintained by any other company or person outside of the property of the company, and to buy, sell, manufacture and deal in all kinds of goods, stores, implements, provisions, chattels and effects required by the company or its workmen and servants.

(q) To acquire lands by gift, purchase or otherwise, and the same to survey or cause to be surveyed, and the plans or plan there- of registered and the same to sell or otherwise dispose of, either in building lots or otherwise.

(r) To manufacture, buy, sell, import, export and generally deal in machinery, pumps, drills, fuses, caps, candles, implements and conveniences suitable for use in connection with the oil, gas, or mining business.

(s) To do business as builders and general contractors.

(t) To do business as dealers in fuel of every description, both wholesale and retail.

(u) To engage in the business of general merchants, both wholesale and retail.

(v) To provide facilities and arrangements for the purchase, sale, storage and transportation of any of the articles or things commonly or properly employed in the course of the Company's business.

(w) Consistently with any legislation of the Province of Alberta, to acquire, construct, equip, maintain and operate a telephone line or lines for the use only of the Company, its servants or employees, and to enter into any negotiations or contracts with any municipal corporation or government for the right to use any street, highway, or public place for the purposes of such telephone line or lines, but the company shall not furnish a public service or collect tolls or in any way act as a public service corporation in respect of any such telephone line or lines.

(x) To procure the registration of the Company in any other province or provinces of Canada.

(y) To acquire the goodwill of any business and acquire or undertake the sale of all or any of the assets and liabilities of any such business, and take over as a going concern the business in connection therewith.

(z) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership, or person, formed for all or any of the purposes within the objects of this Company, and to conduct or carry on or liquidate and wind up any such business.

(aa) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods, or things, of any description which in the opinion of the Company may be conveniently dealt in by the Company in connection with any of its objects.

(bb) To let on lease or on hire the whole or any part of the real or personal property of the Company on such terms as the Company shall determine.

(cc) To enter into any agreement with any government or authority, authorities, federal, provincial, municipal, local or otherwise, that may seem conducive to the Company's interests or any of them, and to obtain from such government or authorities or take over from other persons or companies possessing the same, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out and utilize the same, and to obtain or assist in obtaining any Acts of Parliament or of Legislatures or any sanctions or orders of any such government or authorities which the Company may deem proper.

(dd) To promote or form, or assist in the promotion or formation of any companies, businesses or undertakings having objects wholly or in part similar to those of this company, or for the purpose of acquiring, purchasing, holding, working or otherwise dealing with any properties of the Company, or in which this company is interested, or

for any other purpose, with power generally to assist such companies, businesses or undertakings, and in particular by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the capital thereof, or by taking or disposing of shares therein, or by lending money thereto upon debentures or otherwise, and further to pay out of the funds of the Company all expenses attending the issue of any circular or notice connected with this or any other company.

(ee) To subscribe for, take, acquire, hold, sell, and give guarantees by way of underwriting, or otherwise, in relation to stock, shares, debentures, obligations and securities of any company or any municipal, public or local board or authority, provided always that the funds of this Company shall not be employed in purchasing or acquiring its own shares, or in loans upon the security thereof.

(ff) To issue or guarantee the issue of, or the payment of, interest on the shares, debentures, debenture stock, bonds or other securities or obligations of any Company or Association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

(gg) To acquire by subscription, purchase or otherwise, and to accept and take, hold, or sell shares or stock in any company, society, or undertaking, the objects of which shall in whole or in part, be similar to those of this company or such as may be likely to promote or advance the interests of this Company.

(hh) To establish agencies and branches in the Dominion of Canada and elsewhere, and to regulate and discontinue the same.

(ii) To provide for the welfare of persons in the employment of the Company or formerly engaged in any business acquired by the Company, and the wives and widows and families of such persons, by grants of money, pensions, insurance, or other payments, and by providing or subscribing towards such places of instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to form, subscribe to, or otherwise aid, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company by reason of the locality of its operations or otherwise.

(jj) Upon any issue of shares, bonds, debentures, or other securities of the Company to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures, or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.

(kk) To sell, lease, exchange, surrender, or otherwise deal with the whole of the undertaking and property and rights of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for any shares (whether credited as partly or fully paid-up or otherwise), debentures or securities of any other company, and to divide such part or parts, as may be determined by the Company, of the purchase money, whether in cash, shares, or other equivalent, which may at any time be received by the Company on a sale of, or other dealing with the whole or part of the property, estate, effects and rights of the Company, amongst the members of the Company by way of dividend or bonus in proportion to their shares or to the amount paid up on their shares or otherwise to deal with the same as the company may determine.

(ll) To pay for any lands, business, property, rights, privileges, concessions, acquired or agreed to be acquired by the Company, and generally to satisfy any payment by, or obligation of the Company by the issue of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company credited as fully or partly paid up.

(mm) To distribute any of the assets of the company among the members in specie, and particularly any bonds, debentures, or other securities of any company formed to take over the whole or any part of the assets or liabilities of this company, but so that no such distribution amounting to a reduction of the capital be made without the sanction of the court where necessary.

(nn) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with those above named or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights, except the construction or operation of railway, telegraph or telephone lines, the business of banking, the business of insurance, or the business of a trust company.

(oo) To acquire and undertake the whole or any part of the business, property or liability of any person or Company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.

(pp) To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company engaged in or carrying on or about

to engage in any business or transaction which this company is authorized to carry on or to engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.

(qq) To promote any company or companies for the purpose of acquiring all or any of the property of this company or for any purpose which may seem directly or indirectly calculated to benefit this company.

(rr) To dispose of the whole or any part of the undertaking of this company to any person or corporation on such terms and conditions as to this company may seem fit.

(ss) To invest and deal with the monies of the company not immediately required in such manner as may from time to time be determined.

(tt) To lend money to such persons or corporations and on such terms as may seem expedient and in particular to customers and others having dealings with the company.

(uu) To borrow or raise money or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such security.

(vv) To remunerate any person or company for service rendered or to be rendered in placing of any of the shares in the company's capital, or any debentures or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.

(ww) To apply for, purchase, or otherwise acquire any trade copyrights, patents, brevets d'invention, licenses, concessions and the like conferring any exclusive or non-exclusive limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of this company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the properties, rights, or information so acquired.

(xx) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments.

(yy) To do all or any of the above things as principals, agents, or contractors or otherwise, and by or through agents or otherwise and either alone or in conjunction with others.

(zz) To do all such other things as are incidental to or conducive to the attainment of any of the above objects.

NOTHING in any clause or paragraph above contained shall be construed to restrict the generality of anything in any other clause or paragraph contained.

4. The liability of the members of the Company is limited by shares.

5. The capital of the Company is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided into five hundred thousand shares of the par value of ONE DOLLAR (\$1.00) each.

WE, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital stock of the company set opposite our respective names.

N. or Shares taken by Subscribers.	Names, Addresses and Description of Subscribers.
ONE SHARE	REGINALD STEWART, Calgary, Alta. Barrister.
ONE SHARE	LUKE H. STACK, Calgary, Alta. Student-at-Law.
ONE SHARE	WILLIAM MICKLEWRIGHT, Calgary, Alta. Law Clerk.

WITNESS to the above Signatures:

B. F. KERMACK, Calgary, Alta.

DATED at Calgary this 6th day of February, A.D. 1914.

DESIGNED and PRINTED
e s p e c i a l l y f o r
The Phoenix Oil Co., Ltd.
at the Print Shop of the
WESTERN STANDARD
CALGARY, CANADA



