

**BY-LAW NO. 2**

A by-law relating generally to the  
transaction of the business and affairs of

**PULSE SEISMIC INC.**

(the "Corporation")

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## **ARTICLE 1 INTERPRETATION**

### **1.1 Definitions**

In the by-laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

- 1.1.1 “**Act**” means the *Canada Business Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- 1.1.2 “**Articles**” means all instruments that would be defined as “articles” of the Corporation under the Act;
- 1.1.3 “**Board**” means the board of directors of the Corporation; and
- 1.1.4 “**Corporation**” means Pulse Seismic Inc.

### **1.2 Conflicts**

If there is any conflict between any provision of the by-laws and any provision of the Act or the Articles, the provision of the Act or the Articles will govern.

### **1.3 Invalidity**

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

## **ARTICLE 2 BOARD**

### **2.1 Number of Directors**

Subject to the Articles, the number of directors of the Corporation will be fixed from time to time by resolution of the Board.

## **ARTICLE 3 MEETINGS OF DIRECTORS**

### **3.1 Place, Time and Notice**

Meetings of the Board may be held at such place and on the dates and times as determined by the Board or the Chair of the Board. Notice of the time and place of each meeting of the Board will be given to each director not less than 48 hours before the time when the meeting is to be held. Notice of the meeting may be delivered personally or may be given by mail, facsimile or other electronic means of communication. If the Chair of the Board considers it a matter of urgency that a meeting of the Board be convened, notice of the meeting may be given by telephone, electronic or other means of communication no less than one hour before the meeting. No notice of a meeting will be necessary if all the directors in office are present or if those absent waive notice of that meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Subject to the Act, a notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting.

### **3.2 Quorum**

Subject to the Act, a majority of the directors constitutes a quorum at any meeting of directors.

### **3.3 First Meeting**

Provided a quorum of the Board is present for the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders, or for a meeting of directors at which a director is appointed to fill a vacancy on the Board, no notice of that meeting need be given to the newly elected directors or newly appointed director in order for that meeting to be duly constituted.

### **3.4 Chair of the Meeting**

The Chair of the Board will chair all meetings of the Board. If at any meeting there is no Chair of the Board, or the Chair of the Board is absent, unable or refuses to chair the meeting of the Board, then the directors present at the meeting will select one of their number present to chair the meeting.

### **3.5 Meeting by Telephone, Electronic or Other Communication Facilities**

If all the directors of the Corporation consent, a director may participate in a meeting of directors or of a committee of directors by means of any telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in such a meeting by such means is deemed for the purposes of the Act to be present at that meeting.

### **3.6 Votes to Govern**

At all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

## **ARTICLE 4 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

### **4.1 Indemnity**

4.1.1 Subject to the Act, the Corporation will indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

4.1.1.1 the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and

4.1.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

4.1.2 The right to indemnity provided in this Section 4.1 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 4.1.1, which moneys must be repaid if the individual to whom they were advanced does not fulfill the conditions set out in Section 4.1.1. The Corporation will also indemnify the persons listed in Section 4.1.1 in any other circumstances that the Act permits or requires. Nothing in the by-laws of the Corporation will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of those by-laws.

## **ARTICLE 5 MEETINGS OF SHAREHOLDERS**

### **5.1 Place and Time**

Subject to the Act and the Articles, meetings of shareholders will be held at the place within Canada, and on the dates and times as determined by the Board. A meeting of shareholders may also be held outside Canada if the Articles so provide or if all the shareholders entitled to vote at the meeting so agree.

### **5.2 Notice of Meetings**

Notice of the time and place of each meeting of shareholders will be given, not less than 21 days and not more than 60 days before the date of the meeting, to each director, to the auditor of the Corporation, and to each shareholder who is entitled to vote at the meeting. Notice of a meeting of shareholders called for any business other than consideration of the financial statements and auditor's report, election of directors, and reappointment of the incumbent auditor will state the nature of that business in sufficient detail to permit a shareholder to form a reasoned judgment concerning that business, and will state the text of any special resolution or by-law to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of or otherwise consent to a meeting of shareholders, and their attendance at a meeting of shareholders is a waiver of notice of the meeting, except where they attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **5.3 Chair, Secretary and Scrutineers**

The Chair of the Board will chair all meetings of shareholders. If at any meeting of shareholders there is no Chair of the Board, or the Chair of the Board is absent, unable or refuses to act as chair, then the President will chair the meeting. If at any meeting of shareholders there is no Chair of the Board or President, or the Chair of the Board and the President are absent, unable or refuse to act as chair, then the shareholders in attendance at the meeting (in person or by proxy) shall elect some other person in attendance at the meeting (who need not be a shareholder) to chair the meeting of shareholders.

The Secretary of the Corporation will be secretary of any meeting of shareholders, but if the Secretary of the Corporation is not present, the chair of the meeting will appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chair of the meeting with the consent of the meeting.

### **5.4 Quorum**

Two (2) shareholders holding at least five percent (5%) of the shares entitled to vote at a meeting of the shareholders present in person or represented by proxy shall constitute a quorum at such meeting. If a quorum is present at the opening of a meeting of shareholders, the shareholders

present or represented may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a meeting of shareholders, or within any reasonable time following that time as the shareholders present may determine, the shareholders present may adjourn the meeting to a fixed time and place not less than seven days later but may not transact any other business. At that adjourned meeting the holders of shares carrying voting rights who are present or represented will constitute a quorum and may transact the business for which the meeting was originally called, notwithstanding that this quorum is not present throughout the meeting.

### **5.5 Participation in Meeting by Electronic Means**

Any person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting.

### **5.6 Meeting Held by Electronic Means**

If the directors or the shareholders of the Corporation call a meeting of shareholders pursuant to the Act, those directors or shareholders, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **5.7 Right to Vote**

At all meetings of shareholders each shareholder and each proxyholder present and entitled to vote at that meeting will have (i) on a show of hands, one vote, and (ii) on a ballot, as many votes as are provided for by the Act.

### **5.8 Votes to Govern**

Unless otherwise required by the Act, the Articles, the by-laws or applicable law, every question at every meeting of shareholders will be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting will not be entitled to a second or casting vote.

### **5.9 Manner of Voting**

5.9.1 Subject to the Act and any other applicable laws, voting at a meeting of shareholders will be by show of hands, except where a ballot is directed by the chair of the meeting or is demanded by a shareholder or proxyholder entitled to vote at the meeting. Even if a vote has already been taken by a show of hands, any shareholder or proxyholder entitled to vote at the meeting on that matter may require a ballot on that matter and the subsequent ballot result will be dispositive of the outcome.

- 5.9.2 Otherwise, where no ballot is required or demanded following a vote by a show of hands upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting will be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of that question, and the result of the vote taken will be the decision of the shareholders with respect to that question.
- 5.9.3 A ballot, if demanded, will be taken in the manner the chair of the meeting directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present will be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot will be the decision of the shareholders with respect to that question.
- 5.9.4 Any vote under Section 5.9.1 may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.
- 5.9.5 Any person participating in a meeting of shareholders under Section 5.5 or 5.6 and entitled to vote at that meeting may vote, in accordance with the Act, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **5.10 Addresses of Shareholders**

Every shareholder will furnish to the Corporation an address to or at which all notices and documents intended for the shareholder will be sent. If no address appears in the records of the Corporation, any notice or document may be sent to that address which the Secretary of the Corporation deems to be the most likely to result in the notice or document reaching the shareholder.

## **ARTICLE 6 REPEAL**

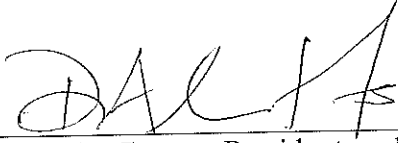
### **6.1 Repeal**

By-law No. 1 of the Corporation is repealed. The repeal of that by-law will not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under it or the validity of any contract or agreement made pursuant to it. All officers and persons acting under that repealed by-law will continue to act as if appointed under the provisions of this By-law No. 2. All resolutions of the shareholders, the Board or committees of the Board with continuing effect passed under that repealed by-law will continue in effect.



**MADE** by the directors under the *Canada Business Corporations Act* on March 15, 2012.

**CONFIRMED** by the shareholders of the Corporation entitled to vote under the *Canada Business Corporations Act* on May 17, 2012.



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Douglas A. Cutts – President and Chief  
Executive Officer



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Norman Hall – Corporate Secretary