

IOL Financial Capacity

- **Imperial is one of Canada's leading integrated oil and gas companies operating since 1880**

- Strong financial fundamentals:

| | <u>2013</u> | |
|------------------------------------|-------------|---------------------------------|
| Revenues | \$ 32.7 G | |
| Net Income | \$ 2.8 G | |
| Cash Flow from Operations | \$ 3.5 G | |
| Cash and Marketable Securities | \$ 272 M | |
| Market Capitalization ¹ | \$ 45.9 G | ¹ As of May 26, 2014 |

- Positioned for growth with long-life, advantaged assets to sustain financial performance well into future
 - Capital investments of \$8G in 2013 / \$24G over last 5 years
 - Capital Employed has increased by 2.8x over the past 5 years to \$25.8G

- **Imperial is rated AAA by Standard & Poor's and AA(high) by DBRS**

- Business Risk: Strong Large reserve base / good portfolio of development projects / long-lived assets / solid operator / profitability metrics diversification through integrated operations
- Financial Risk: Intermediate Strong financial leverage metrics and cash flow protection measures
- Liquidity Risk: Adequate Positive and secure sources of liquidity including operating cash flow and credit facilities

- **Imperial's financial standing and commitment to its operating affiliates provides strong assurances of its ability to meet future abandonment obligations at Norman Wells**

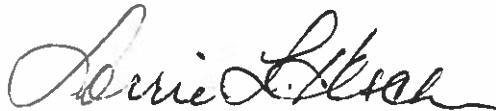
CERTIFICATE

**IMPERIAL OIL RESOURCES LIMITED
and
IMPERIAL OIL RESOURCES N.W.T. LIMITED**

I, Lorrie L. Hesch, of the City of Calgary in the Province of Alberta, assistant corporate secretary of **Imperial Oil Resources Limited and Imperial Oil Resources N.W.T. Limited**, attach true copies of the following documents:

1. CALURA report for fiscal year-end date of December 31, 2013 filed with Statistics Canada for **Imperial Oil Resources Limited** indicating ownership of Imperial Oil Limited on page 6; and
2. CALURA report for fiscal year-end date of December 31, 2013 filed with Statistics Canada for **Imperial Oil Resources N.W.T. Limited** indicating ownership of Imperial Oil Resources Limited on page 6.

Dated at Calgary, Alberta, this 30th day of May, 2014.



Lorrie L. Hesch
Assistant Corporate Secretary
Imperial Oil Resources Limited
Imperial Oil Resources N.W.T. Limited

Ownership

Requirement in law: Corporations Returns Act

CCID: 85155000**Corporate name****Imperial Oil Resources Limited**

Street name and number

237 - 4 Avenue SW

| | |
|---------|--------------------------|
| City | Province/Territory/State |
| Calgary | Alberta |
| Country | Postal code/Zip code |
| Canada | T2P 3M9 |

Change to corporate name / address:

Please provide a copy of the certificate of the name change or the amalgamation.

Corporate name

Street name and number

| | |
|---------|--------------------------|
| City | Province/Territory/State |
| | |
| Country | Postal code/Zip code |
| | |

Change to mailing address:

c/o (example: Legal department)

Street name and number

| | |
|---------|--------------------------|
| City | Province/Territory/State |
| | |
| Country | Postal code/Zip code |
| | |

Fiscal year-end date

| | | |
|------|-------|-----|
| Year | Month | Day |
| 2013 | 12 | 31 |

Please read before completing**Purpose**

This survey collects detailed information on foreign ownership and control in the Canadian economy, which is reported to Parliament. The data will be used to track and analyze the level of foreign control in Canada and to make policy decisions affecting the level of foreign control in selected industries.

Use of data

Information reported on this return will be used to partially meet the data requirements of the *Corporations Returns Act* administration and of the Balance of Payments Division of Statistics Canada.

Authority

This information is collected under the authority of the *Corporations Returns Act*. Completion of this questionnaire is a legal requirement under this *Act*. Penalties for failing to file a return are outlined in Section 9 of the *Act*.

Notice

As stated in Section 16 of the *Corporations Returns Act*, C-43, the information contained in the *Schedule II Ownership* questionnaire is not confidential. The data is available quarterly on the *Inter-Corporate Ownership* compact disc.

Who should report?

Every individual corporation that is part of a group of commonly controlled corporations with combined assets exceeding 10 million dollars or combined revenue exceeding 15 million dollars is liable to file under the *Act*. In addition, individual corporations with debt obligations or equity owing to non-residents exceeding a net book value of \$200,000 are liable to file.

Return of questionnaire

Please mail the completed questionnaire in the provided return envelope to Statistics Canada within 90 days of the corporation's fiscal year end.

Lost the return envelope or need help?

Call us toll free at 1-866-825-5975 (in Canada) or 613-951-9858 or mail to:

Statistics Canada

Industrial Organization and Finance Division

170 Tunney's Pasture Driveway, Ottawa, Ontario K1A 0T6

E-mail: corpreturnsact@statcan.gc.ca

Fax: 1-888-858-8976 (in Canada) or 613-951-0318

1. Nature of business

Please describe the nature of your primary business activity.

exploration & production of petroleum, natural gas, hydrocarbons & minerals

2. Corporation

a) Date of incorporation

| | | |
|------|-------|-----|
| Year | Month | Day |
| 1977 | 09 | 16 |

b) Act of incorporation (please check)

- Federal
 Provincial (please specify)

Outside Canada (please specify)

c) Manner of incorporation (please check)

- Articles of incorporation
 Other (please specify)

Articles of Amalgamation

d) Type of corporation (please check)

- Canadian-controlled private corporation (CCPC)
 Other private corporation
 Public corporation
 Corporation controlled by a public corporation
 Other corporation (please specify)

e) Is this corporation foreign-controlled (please check)

- No
 Yes --> If yes, in which country?

USA

mailed
Feb 20/14

3. Corporation directors / officers at end of reporting period:

In column 4, please list main position held by all directors and officers of the corporation using the letter code below.

- a) Chairman of the board d) Vice-president g) Secretary treasurer j) Comptroller
 b) President e) Treasurer h) Secretary k) Auditor
 c) Executive vice-president f) Assistant treasurer i) Assistant secretary l) Other (please specify) production manager

| (1) Surname / First name | (2) Principal place of residence | | (3) Director (Indicate Yes/No) | | (4) Enter appropriate letter code to describe main position held (see above) | (5) Citizenship |
|-----------------------------|-------------------------------------|-------------------------------------|--------------------------------------|----------------------------------|---------------------------------------------------------------------------------|--------------------|
| | | | Yes | No | | |
| Surname Scott | City Calgary | Province/Territory/State Alberta | <input checked="" type="radio"/> | <input type="radio"/> | b | American |
| First name Glenn | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Marreck | City Calgary | Province/Territory/State Alberta | <input checked="" type="radio"/> | <input type="radio"/> | | Canadian |
| First name Heather | Postal code/Zip code T2R 0L5 | Country Canada | | | | |
| Surname Gallant | City Calgary | Province/Territory/State Alberta | <input checked="" type="radio"/> | <input type="radio"/> | d | Canadian |
| First name Rick | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Ibrahim | City Calgary | Province/Territory/State Alberta | <input checked="" type="radio"/> | <input type="radio"/> | l | Malaysian |
| First name Zaidah | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Latimer | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | h | Canadian |
| First name Brent | Postal code/Zip code T3H 5W5 | Country Canada | | | | |
| Surname Bailey | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | e | American |
| First name David | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Allaire | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | j | American |
| First name Joe Bob | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Hesch | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | i | Canadian |
| First name Lorrie | Postal code/Zip code T3H | Country | | | | |
| Surname Nathoo | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | i | Canadian |
| First name Salma | Postal code/Zip code T3J 3J2 | Country Canada | | | | |
| Surname Walker | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | i | Canadian |
| First name Cathryn | Postal code/Zip code T2T 6J7 | Country Canada | | | | |

3. Corporation directors / officers at end of reporting period (Cont'd)

In column 4, please list main position held by all directors and officers of the corporation using the letter code below.

- a) Chairman of the board d) Vice-president g) Secretary treasurer j) Comptroller
- b) President e) Treasurer h) Secretary k) Auditor
- c) Executive vice-president f) Assistant treasurer i) Assistant secretary l) Other (please specify)

| | (1) | (2) | (3) | | ↑ (4) | (5) |
|----------------------|------------------------------|--------------------------|-------------------------------|-----------------------|--------------------------------------------------------------------------|-------------|
| Surname / First name | Principal place of residence | | Director (Indicate Yes/No) | | Enter appropriate letter code to describe main position held (see above) | Citizenship |
| | | | Yes | No | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |

4. Share capital of reporting corporation:

| Number of classes of shares. 7 | Classes of shares |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| (a) Description of each class authorized. Describe fully any options or other contracts attached to each class. Examples: common shares, preferred shares, etc. | Common Class A |
| (b) Number of shares authorized | unlimited |
| (c) Amount of authorized share capital (in dollars) | \$ unlimited |
| (d) Number of votes per share | one |
| (e) Number of shares offered for public subscription in last 5 years | n/a |
| (f) Number of shares owned or held in: Canada | 11.00 |
| United States | |
| United Kingdom | |
| Other Countries (please specify) | |
| | |
| | |
| (g) Number of shares with no address of record | |
| (h) Total sum of shares for each class (sum of (f) + (g)) | 11.00 |

5.1 For each corporation director and officer listed in Question 3, please report the number of shares owned by them:

| 1 n/a | Name | |
|-------|------|--|
| 2 | | |
| 3 | | |
| 4 | | |
| 5 | | |
| 6 | | |
| 7 | | |
| 8 | | |
| 9 | | |
| 10 | | |

5.2 In Question 5.1 above, is any individual part of a related group?
(A related group is composed of individuals related by blood relationship, legal adoption, marriage and common-law partnership.)

- No
- Yes --> please identify each individual

| 4. Share capital of reporting corporation (Cont'd) | | | | | |
|----------------------------------------------------|----------------|-------------------|-------------------|-------------------|-------------------|
| Classes of shares | | | | | |
| (a) | Common Class B | Preferred Class A | Preferred Class B | Preferred Class C | Preferred Class D |
| (b) | unlimited | unlimited | unlimited | unlimited | unlimited |
| (c) | \$ unlimited | \$ unlimited | \$ unlimited | \$ unlimited | \$ unlimited |
| (d) | one | one | one | one | one |
| (e) | n/a | n/a | n/a | n/a | n/a |
| (f) | 300,486,251.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| (g) | | | | | |
| (h) | 300,486,251.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 5.1 | | | | | |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |
| 5.2 | | | | | |

| 4. Share capital of reporting corporation (Cont'd) | | | | |
|----------------------------------------------------|-------------------|--|--|--|
| Classes of shares | | | | |
| (a) | Preferred Class E | | | |
| (b) | unlimited | | | |
| (c) | \$ unlimited | | | |
| (d) | one | | | |
| (e) | n/a | | | |
| (f) | 80,276.00 | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| (g) | | | | |
| (h) | 80,276.00 | | | |
| 5.1 | | | | |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |
| 4 | | | | |
| 5 | | | | |
| 6 | | | | |
| 7 | | | | |
| 8 | | | | |
| 9 | | | | |
| 10 | | | | |
| 5.2 | | | | |
| | | | | |
| | | | | |

| Classes of shares | | | | | |
|-------------------|------------------------------------|-------------------------------|------------------|------------------|------------------|
| 6.1 | Common Class B | Preferred Class E | | | |
| ① | | | | | |
| | Number of shares 300,486,251.00 | Number of shares 80,276.00 | Number of shares | Number of shares | Number of shares |
| ② | | | | | |
| | Number of shares | Number of shares | Number of shares | Number of shares | Number of shares |
| ③ | | | | | |
| | Number of shares | Number of shares | Number of shares | Number of shares | Number of shares |
| 6.2 | <hr/> <hr/> | | | | |
| 7. | Number of shares | Number of shares | Number of shares | Number of shares | Number of shares |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |

8. Share capital of corporations owned by reporting corporation:
 Report the name and address of each corporation authorized to do business in Canada in which the reporting corporation directly owns 10% or more of the voting shares that can elect directors. Please provide the address of the Head Office. If this address is not in Canada, please provide the address of the principal office in Canada.

| Name and address | Manner of incorporation | Date of incorporation | Place of incorporation | Specify % owned directly |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|------------------------|--------------------------|
| Name see attached Schedule "A" | Articles of incorporation <input checked="" type="radio"/> Other, Please specify <input type="radio"/> | Year _____ | _____ | _____ % |
| Street name and number | | Month _____ | | |
| City Province/Territory Postal Code | | Day _____ | | |
| Name | Articles of incorporation <input checked="" type="radio"/> Other, Please specify <input type="radio"/> | Year _____ | _____ | _____ % |
| Street name and number | | Month _____ | | |
| City Province/Territory Postal Code | | Day _____ | | |
| Name | Articles of incorporation <input checked="" type="radio"/> Other, Please specify <input type="radio"/> | Year _____ | _____ | _____ % |
| Street name and number | | Month _____ | | |
| City Province/Territory Postal Code | | Day _____ | | |

9. Funded Debt of Reporting Corporation: List all classes of debentures including bonds, debenture stock and any other forms of funded debt.

| Classes of Funded Debt | Total Outstanding | Total amount offered for public subscription in Canada in the last 5 years |
|------------------------|-------------------|----------------------------------------------------------------------------|
| Nil | | |
| | | |
| | | |

10. Certification:

To be signed by the President or Vice-President of the corporation filing the return and by one other officer thereof or another person duly authorized by the board of directors or other governing body of the corporation. Each of the undersigned officers of the above corporation hereby certifies that this return and each statement comprised herein has been examined by them and is, to the best of their knowledge and belief, correct and complete.

Name (Print in upper case)
GLENN SCOTT
 Position or rank of officer PRESIDENT Telephone number 403-237-4028
 Signature *[Signature]* Date 2/18/14

Name (Print in upper case)
LORRIE HESCH
 Position or rank of officer ASSISTANT SECRETARY Telephone number 403-237-2822
 Signature *[Signature]* Date 2/19/14

11. Contact information:

Please provide the name and title of the person who completed this questionnaire. We require this information for follow-up purposes. It is recommended that you keep a copy of this questionnaire for your records in case we require clarification about the information provided.

Name Jennifer Preston Title Legal Assistant Signature *[Signature]*
 Telephone number 403-237-2772 Fax 403-237-2164 E-mail jennifer.d.preston@esso.ca

How long did you spend, in total, collecting the data and completing this questionnaire? _____ hours 45 minutes

12. Comments: If you have any comments concerning this survey, please make note of them in the space below.

**Thank you for your cooperation.
 Please retain a copy of this completed questionnaire for your records.**

Schedule "A"

8. Share Capital of Corporations Owned by Reporting Corporation:

Corporate name and address of each corporation authorized to do business in Canada in which the reporting corporation owns 10% or more of the voting shares that can elect Directors:

| Name & Address | Manner of Incorporation | Date of Incorporation | Place of Incorporation | % Owned Directly |
|-------------------------------------------------------------------------------------------------|------------------------------|-----------------------|------------------------|------------------|
| Canada Imperial Oil Limited 111 St. Clair Avenue West Toronto, Ontario M5W 1K3 | Articles of Incorporation | 89-05-17 | Canada | 10 |
| Cynthia Gas Gathering Company Limited 237 - 4th Avenue S.W. Calgary, Alberta T2P 0H6 | Articles of Incorporation | 58-09-18 | Alberta | 62.82 |
| Imperial Oil Resources N.W.T. Limited 237 - 4th Avenue S.W. Calgary, Alberta T2P 0H6 | Articles of Incorporation | 85-02-05 | Canada | 100 |
| Imperial Oil Resources Ventures Limited 237 - 4th Avenue S.W. Calgary, Alberta T2P 0H6 | Articles of Amalgamation | 94-01-01 | Canada | 100 |
| OSLO Alberta Limited 237 - 4th Avenue S.W. Calgary, Alberta T2P 0H6 | Articles of Incorporation | 89-09-26 | Alberta | 100 |
| XTO Energy Canada ULC 237 - 4 th Avenue S.W. Calgary, Alberta T2P 3M9 | Articles of Amalgamation | 12-07-20 | Alberta | 50 |
| WCC LNG Ltd. 237 - 4 th Avenue S.W. Calgary, Alberta T2P 3M9 | Certificate of Incorporation | 13-04-10 | Canada | 50 |

Ownership

Requirement in law: Corporations Returns Act

CCID: 85444040

Corporate name

Imperial Oil Resources N.W.T. Limited

Street name and number

237 - 4 Avenue SW

| | |
|----------------|--------------------------|
| City | Province/Territory/State |
| <u>Calgary</u> | <u>Alberta</u> |
| Country | Postal code/Zip code |
| <u>Canada</u> | <u>T2P 0H6</u> |

Change to corporate name / address:

Please provide a copy of the certificate of the name change or the amalgamation.

Corporate name

Street name and number

| | |
|---------|--------------------------|
| City | Province/Territory/State |
| Country | Postal code/Zip code |

Change to mailing address:

c/o (example: Legal department)

Street name and number

| | |
|---------|--------------------------|
| City | Province/Territory/State |
| Country | Postal code/Zip code |

Fiscal year-end date

| | | |
|-------------|-----------|-----------|
| Year | Month | Day |
| <u>2013</u> | <u>12</u> | <u>31</u> |

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Purpose

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 E-mail: corpreturnsact@statcan.gc.ca
 Fax: 1-888-858-8976 (in Canada) or 613-951-0318

1. Nature of business

Please describe the nature of your primary business activity.

ownership of production facilities at Norman Wells

2. Corporation

a) Date of incorporation

| | | |
|-------------|-----------|-----------|
| Year | Month | Day |
| <u>1985</u> | <u>02</u> | <u>05</u> |

b) Act of incorporation (please check)

- Federal
- Provincial (please specify) _____
- Outside Canada (please specify) _____

c) Manner of incorporation (please check)

- Articles of incorporation
- Other (please specify) _____

d) Type of corporation (please check)

- Canadian-controlled private corporation (CCPC)
- Other private corporation
- Public corporation
- Corporation controlled by a public corporation
- Other corporation (please specify) _____

e) Is this corporation foreign-controlled (please check)

- No
- Yes --> If yes, in which country?
USA

Mailed Feb 20/14

3. Corporation directors / officers at end of reporting period:

In column 4, please list main position held by all directors and officers of the corporation using the letter code below.

- a) Chairman of the board d) Vice-president g) Secretary treasurer j) Comptroller
 b) President e) Treasurer h) Secretary k) Auditor
 c) Executive vice-president f) Assistant treasurer i) Assistant secretary l) Other (please specify)

| (1) Surname / First name | (2) Principal place of residence | | (3) Director (Indicate Yes/No) | | (4) Enter appropriate letter code to describe main position held (see above) | (5) Citizenship |
|-----------------------------|-------------------------------------|-------------------------------------|--------------------------------------|----------------------------------|---------------------------------------------------------------------------------|--------------------|
| | | | Yes | No | | |
| Surname Baets | City Cochrane | Province/Territory/State Alberta | <input checked="" type="radio"/> | <input type="radio"/> | b | Canadian |
| First name Erna | Postal code/Zip code T4C 1A1 | Country Canada | | | | |
| Surname Bailey | City Calgary | Province/Territory/State Alberta | <input checked="" type="radio"/> | <input type="radio"/> | e | American |
| First name David | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Ibrahim | City Calgary | Province/Territory/State Alberta | <input checked="" type="radio"/> | <input type="radio"/> | | Malaysian |
| First name Zaidah | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Allaire | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | j | American |
| First name Joe Bob | Postal code/Zip code T2P 3M9 | Country Canada | | | | |
| Surname Latimer | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | h | Canadian |
| First name Brent | Postal code/Zip code T3H 5W5 | Country Canada | | | | |
| Surname Hesch | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | i | Canadian |
| First name Lorrie | Postal code/Zip code T3H 5P3 | Country Canada | | | | |
| Surname Nathoo | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | i | Canadian |
| First name Salma | Postal code/Zip code T3J 3J2 | Country Canada | | | | |
| Surname Walker | City Calgary | Province/Territory/State Alberta | <input type="radio"/> | <input checked="" type="radio"/> | i | Canadian |
| First name Cathryn | Postal code/Zip code T2T 6J7 | Country Canada | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |
| Surname | City | Province/Territory/State | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | |

3. Corporation directors / officers at end of reporting period (Cont'd)

In column 4, please list main position held by all directors and officers of the corporation using the letter code below.

- a) Chairman of the board d) Vice-president g) Secretary treasurer j) Comptroller
- b) President e) Treasurer h) Secretary k) Auditor
- c) Executive vice-president f) Assistant treasurer i) Assistant secretary l) Other (please specify)

| (1) | | (2) | | (3) | | ↑ (4) | (5) |
|----------------------|----------------------|------------------------------|--|-------------------------------|-----------------------|--------------------------------------------------------------------------|-------------|
| Surname / First name | | Principal place of residence | | Director (Indicate Yes/No) | | Enter appropriate letter code to describe main position held (see above) | Citizenship |
| | | | | Yes | No | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |
| Surname | City | Province/Territory/State | | <input type="radio"/> | <input type="radio"/> | | |
| First name | Postal code/Zip code | Country | | | | | |

| 4. Share capital of reporting corporation: | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| Number of classes of shares. 1 | Classes of shares |
| (a) Description of each class authorized. Describe fully any options or other contracts attached to each class. Examples: common shares, preferred shares, etc. | common |
| (b) Number of shares authorized | unlimited |
| (c) Amount of authorized share capital (in dollars) | \$ unlimited |
| (d) Number of votes per share | one |
| (e) Number of shares offered for public subscription in last 5 years | n/a |
| (f) Number of shares owned or held in: | |
| Canada | 10,360,996.00 |
| United States | |
| United Kingdom | |
| Other Countries (please specify) | |
| | |
| | |
| (g) Number of shares with no address of record | |
| (h) Total sum of shares for each class (sum of (f) + (g)) | 10,360,996.00 |
| 5.1 For each corporation director and officer listed in Question 3, please report the number of shares owned by them: | |
| 1 n/a | Name |
| 2 | |
| 3 | |
| 4 | |
| 5 | |
| 6 | |
| 7 | |
| 8 | |
| 9 | |
| 10 | |
| 5.2 In Question 5.1 above, is any individual part of a related group? (A related group is composed of individuals related by blood relationship, legal adoption, marriage and common-law partnership.) | |
| <input checked="" type="radio"/> No <input type="radio"/> Yes --> please identify each individual _____ _____ | |

4. Share capital of reporting corporation (Cont'd)

| Classes of shares | | | | |
|-------------------|-------------|--|--|--|
| (a) | | | | |
| (b) | | | | |
| (c) | | | | |
| (d) | | | | |
| (e) | | | | |
| (f) | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| (g) | | | | |
| (h) | | | | |
| 5.1 | | | | |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |
| 4 | | | | |
| 5 | | | | |
| 6 | | | | |
| 7 | | | | |
| 8 | | | | |
| 9 | | | | |
| 10 | | | | |
| 5.2 | <hr/> <hr/> | | | |

| 6.1 Ownership of share capital of the reporting corporation | | Classes of shares | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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-|--------------------------|----------------------|---------|-------|-------|-------|---------------|
| <p>(a) Identify each class authorized as described in Question 4(a):</p> <p>(b) For those shares not accounted for in Question 5.1, specify the corporations, individuals or related groups owning or holding 10% or more of the total issued shares of each class:</p> <p style="margin-left: 40px;">Number of corporations/individuals/related groups: <u>1</u></p> <p style="margin-left: 40px;">Please report the name and address of each corporation or individual. For each related group, please report the name and address of each member, and report them in Question 6.2. If the address of the corporation or individual reported on line (i) below is outside Canada, please provide the address of the principal office in Canada on line (ii).</p> <p>① FIRST corporation/individual</p> <p>(i) Name Imperial Oil Resources Limited</p> <table style="width:100%; border: none;"> <tr> <td style="border: none;">Street name and number</td> <td style="border: none;">City</td> </tr> <tr> <td style="border: none;">237 - 4 Avenue SW</td> <td style="border: none;">Calgary</td> </tr> <tr> <td style="border: none;">Province/Territory/State</td> <td style="border: none;">Postal Code/Zip Code</td> </tr> <tr> <td style="border: none;">Alberta</td> <td style="border: none;">T2P 0H6</td> </tr> <tr> <td style="border: none;">Country</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">Canada</td> <td style="border: none;">Canada</td> </tr> </table> <p>(ii) Street name and number _____ City _____</p> <table style="width:100%; border: none;"> <tr> <td style="border: none;">Province/Territory/State</td> <td style="border: none;">Postal Code/Zip Code</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> </table> <p>Number of shares owned or held 10,360,996.00</p> <p>② SECOND corporation/individual</p> <p>(i) Name _____</p> <table style="width:100%; border: none;"> <tr> <td style="border: none;">Street name and number</td> <td style="border: none;">City</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> <tr> <td style="border: none;">Province/Territory/State</td> <td style="border: none;">Postal Code/Zip Code</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> <tr> <td style="border: none;">Country</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> </table> <p>(ii) Street name and number _____ City _____</p> <table style="width:100%; border: none;"> <tr> <td style="border: none;">Province/Territory/State</td> <td style="border: none;">Postal Code/Zip Code</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> </table> <p>Number of shares owned or held Number of shares</p> <p>③ THIRD corporation/individual</p> <p>(i) Name _____</p> <table style="width:100%; border: none;"> <tr> <td style="border: none;">Street name and number</td> <td style="border: none;">City</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> <tr> <td style="border: none;">Province/Territory/State</td> <td style="border: none;">Postal Code/Zip Code</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> <tr> <td style="border: none;">Country</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> </table> <p>(ii) Street name and number _____ City _____</p> <table style="width:100%; border: none;"> <tr> <td style="border: none;">Province/Territory/State</td> <td style="border: none;">Postal Code/Zip Code</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">_____</td> <td style="border: none;">_____</td> <td style="border: none;">_____</td> </tr> </table> <p>Number of shares owned or held Number of shares</p> | | Street name and number | City | 237 - 4 Avenue SW | Calgary | Province/Territory/State | Postal Code/Zip Code | Alberta | T2P 0H6 | Country | Country | Canada | Canada | Province/Territory/State | Postal Code/Zip Code | Country | _____ | _____ | _____ | Street name and number | City | _____ | _____ | Province/Territory/State | Postal Code/Zip Code | _____ | _____ | Country | Country | _____ | _____ | Province/Territory/State | Postal Code/Zip Code | Country | _____ | _____ | _____ | Street name and number | City | _____ | _____ | Province/Territory/State | Postal Code/Zip Code | _____ | _____ | Country | Country | _____ | _____ | Province/Territory/State | Postal Code/Zip Code | Country | _____ | _____ | _____ | <p>common</p> |
| Street name and number | City | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 237 - 4 Avenue SW | Calgary | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Province/Territory/State | Postal Code/Zip Code | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Alberta | T2P 0H6 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Country | Country | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Canada | Canada | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Province/Territory/State | Postal Code/Zip Code | Country | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Street name and number | City | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Province/Territory/State | Postal Code/Zip Code | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Country | Country | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Province/Territory/State | Postal Code/Zip Code | Country | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Street name and number | City | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Province/Territory/State | Postal Code/Zip Code | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Country | Country | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Province/Territory/State | Postal Code/Zip Code | Country | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| _____ | _____ | _____ | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>6.2 In Question 6.1 above, is any individual part of a related group? (A related group is composed of individuals related by blood relationship, legal adoption, marriage and common-law partnership.)</p> <p><input checked="" type="radio"/> No</p> <p><input type="radio"/> Yes --> please identify each individual _____</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>7. Shareholders with addresses outside Canada or no address of record and not specified in Questions 5.1 or 6.1:</p> <p>If any shareholder owns or holds more than 5% but less than 10% of the total issued shares of any class, report the number of each class owned or held, for such shareholder.</p> | <p>Shareholder 1</p> <hr/> <p>Shareholder 2</p> <hr/> <p>Shareholder 3</p> | <p>Number of shares</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Classes of shares | | | | |
|-------------------|------------------|------------------|------------------|------------------|
| 6.1 | | | | |
| ① | | | | |
| | Number of shares | Number of shares | Number of shares | Number of shares |
| ② | | | | |
| | Number of shares | Number of shares | Number of shares | Number of shares |
| ③ | | | | |
| | Number of shares | Number of shares | Number of shares | Number of shares |
| 6.2 | <hr/> <hr/> | | | |
| 7. | Number of shares | Number of shares | Number of shares | Number of shares |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |

8. Share capital of corporations owned by reporting corporation:

Report the name and address of each corporation authorized to do business in Canada in which the reporting corporation directly owns 10% or more of the voting shares that can elect directors. Please provide the address of the Head Office. If this address is not in Canada, please provide the address of the principal office in Canada.

| Name and address | Manner of incorporation | Date of incorporation | Place of incorporation | Specify % owned directly |
|-------------------------------------|-------------------------------------------------|-----------------------|------------------------|--------------------------|
| Name n/a | Articles of incorporation <input type="radio"/> | Year _____ | _____ | _____ % |
| Street name and number | Other, Please specify <input type="radio"/> | Month _____ | _____ | _____ % |
| City Province/Territory Postal Code | | Day _____ | | |
| Name | Articles of incorporation <input type="radio"/> | Year _____ | _____ | _____ % |
| Street name and number | Other, Please specify <input type="radio"/> | Month _____ | _____ | _____ % |
| City Province/Territory Postal Code | | Day _____ | | |
| Name | Articles of incorporation <input type="radio"/> | Year _____ | _____ | _____ % |
| Street name and number | Other, Please specify <input type="radio"/> | Month _____ | _____ | _____ % |
| City Province/Territory Postal Code | | Day _____ | | |

9. Funded Debt of Reporting Corporation: List all classes of debentures including bonds, debenture stock and any other forms of funded debt.

| Classes of Funded Debt | Total Outstanding | Total amount offered for public subscription in Canada in the last 5 years |
|------------------------|-------------------|----------------------------------------------------------------------------|
| Nil | | |
| | | |
| | | |

10. Certification:

To be signed by the President or Vice-President of the corporation filing the return and by one other officer thereof or another person duly authorized by the board of directors or other governing body of the corporation. Each of the undersigned officers of the above corporation hereby certifies that this return and each statement comprised herein has been examined by them and is, to the best of their knowledge and belief, correct and complete.

Name (Print in upper case)

ERNA BAETS

Position or rank of officer

PRESIDENT

Telephone number

403-237-2449

Signature



Date

FEB 10, 2014

Name (Print in upper case)

LORRIE HESCH

Position or rank of officer

ASSISTANT SECRETARY

Telephone number

403-237-2822

Signature



Date

2/19/14**11. Contact information:**

Please provide the name and title of the person who completed this questionnaire. We require this information for follow-up purposes. It is recommended that you keep a copy of this questionnaire for your records in case we require clarification about the information provided.


Name

Jennifer Preston

Title

Legal Assistant

Signature



Telephone number

403-237-2772

Fax

403-237-2164

E-mail

jennifer.d.preston@esso.ca

How long did you spend, in total, collecting the data and completing this questionnaire?

_____ hours 15 minutes**12. Comments: If you have any comments concerning this survey, please make note of them in the space below.**

Thank you for your cooperation.
Please retain a copy of this completed questionnaire for your records.