

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

PEMBINA PIPELINE CORPORATION
AMENDED ITS ARTICLES TO CREATE SHARES IN SERIES ON 2019/12/16.

The information in this document is
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Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2019/12/16

Service Request Number: 32191537

Corporate Access Number: 2020722043

Legal Entity Name: PEMBINA PIPELINE CORPORATION

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: PEMBINA PIPELINE CORPORATION

New French Equivalent Name:

Nuans Number:

Nuans Date:

French Nuans Number:

French Nuans Date:

Share Structure:

THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Share Transfers
Restrictions:**

NONE.

Number of Directors:

Min Number Of Directors: 5

Max Number Of Directors: 13

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions:

THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

BCA Section/Subsection: 29(5)

**Professional Endorsement
Provided:**

Future Dating Required:

Annual returns are outstanding for the 2019 file year(s).

Annual Return

File Year	Date Filed
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2018	2018/09/19
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Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2017/10/02
Statutory Declaration	10000007117968139	2017/10/02
Shares in Series	ELECTRONIC	2017/10/02
Share Structure	ELECTRONIC	2017/10/02
Shares in Series	ELECTRONIC	2017/12/01
Share Structure	ELECTRONIC	2019/06/25
Shares in Series	ELECTRONIC	2019/12/16

Registration Authorized By: HARRY ANDERSEN
OFFICER

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

**SHARES IN SERIES SCHEDULE OF
PEMBINA PIPELINE CORPORATION
(the "Corporation")**

A. Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 23

The twenty-third series of Class A Preferred Shares of the Corporation shall consist of 12,000,000 shares designated as Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 23 (the "Series 23 Shares"). In addition to the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares as a class, the rights, privileges, restrictions and conditions attaching to the Series 23 Shares shall be as follows:

(1) Interpretation

(a) In these Series 23 Share provisions, the following expressions have the meanings indicated:

(i) "Annual Fixed Dividend Rate" means, for any Subsequent Fixed Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date and 3.65%, provided that, in any event, such rate shall not be less than 5.25%;

(ii) "Bloomberg Screen GCAN5YR Page" means the display designated as page "GCAN5YR<INDEX>" on the Bloomberg Financial L.P. service, its successor service, or a comparable source (or such other page as may replace the GCAN5YR<INDEX> page on that service, its successor service or a comparable source) for purposes of displaying Government of Canada bond yields;

(iii) "Book-Based System" means the record entry securities transfer and pledge system administered by the System Operator in accordance with the operating rules and procedures of the System Operator in force from time to time and any successor system thereof;

(iv) "Book-Entry Holder" means the person that is the beneficial holder of a Book-Entry Share;

(v) "Book-Entry Shares" means the Series 23 Shares held through the Book-Based System;

(vi) "Business Day" means a day on which chartered banks are generally open for business in both Calgary, Alberta and Toronto, Ontario;

(vii) "CDS" means CDS Clearing and Depository Services Inc. or any successor thereof;

(viii) "Class A Preferred Shares" means the class A preferred shares in the capital of the Corporation;

(ix) "Common Shares" means the common shares in the capital of the Corporation;

(x) "Definitive Share" means a fully registered, typewritten, printed, lithographed, engraved or otherwise produced share certificate representing one or more Series 23 Shares;

(xi) "Dividend Payment Date" means the 15th day of February, May, August and November in any year;

(xii) "Fixed Rate Calculation Date" means, for any Subsequent Fixed Rate Period, the 30th day prior to the first day of such Subsequent Fixed Rate Period;

(xiii) "Floating Quarterly Dividend Rate" means, for any Quarterly Floating Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date and 3.65%;

(xiv) "Floating Rate Calculation Date" means, for any Quarterly Floating Rate Period, the 30th day prior to the first day of such Quarterly Floating Rate Period;

(xv) "Global Certificate" means the global certificate representing outstanding Book-Entry Shares;

(xvi) "Government of Canada Yield" on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and that appears on the Bloomberg Screen GCAN5YR Page on such date; provided that if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, then the Government of Canada Yield shall mean the arithmetic average of the yields quoted to the Corporation by two registered Canadian investment dealers selected by the Corporation as being the annual yield to maturity on such date, compounded semi-annually, that a non-callable Government of Canada bond would carry if issued, in Canadian dollars in Canada, at 100% of its principal amount on such date with a term to maturity of five years;

(xvii) "Initial Fixed Rate Period" means the period from and including the date of issue of the Series 23 Shares to but excluding November 15, 2022;

(xviii) "Liquidation" means the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs;

(xix) "Participants" means the participants in the Book-Based System;

(xx) "Pro Rated Dividend" means the amount determined by multiplying the amount of the dividend payable for a Quarter in which a Liquidation, conversion or redemption is to occur by four and multiplying that product by a fraction, the numerator of which is the number of days from and including the Dividend Payment Date immediately preceding the date fixed for Liquidation, conversion or redemption to but excluding such date and the denominator of which is 365 or 366, depending upon the actual number of days in the applicable year;

(xxi) "Quarter" means a three-month period ending on a Dividend Payment Date;

(xxii) "Quarterly Commencement Date" means the 15th day of February, May, August and November in each year, commencing November 15, 2022;

(xxiii) "Quarterly Floating Rate Period" means the period from and including a Quarterly Commencement Date to but excluding the next succeeding Quarterly Commencement Date;

(xxiv) "Series 23 Conversion Date" means November 15, 2022, and November 15 in every fifth year thereafter;

(xxv) "Series 24 Shares" means the Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 24 in the capital of the Corporation;

(xxvi) "Subsequent Fixed Rate Period" means, for the initial Subsequent Fixed Rate Period, the period from and including November 15, 2022, to but excluding November 15, 2027, and for each succeeding Subsequent Fixed Rate Period means the period from and including the day immediately following the last day of the immediately preceding Subsequent Fixed Rate Period to but excluding November 15 in the fifth year thereafter;

(xxvii) "System Operator" means CDS or its nominee or any successor thereof; and

(xxviii) "T-Bill Rate" means, for any Quarterly Floating Rate Period, the average yield expressed as an annual rate on 90 day Government of Canada treasury bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

(b) The expressions "on a parity with", "ranking prior to", "ranking junior to" and similar expressions refer to the order of priority in the payment of dividends or in the distribution of assets in the event of any Liquidation.

(c) If any day on which any dividend on the Series 23 Shares is payable by the Corporation or on or by which any other action is required to be taken by the Corporation is not a Business Day, then such dividend shall be payable and such other action may be taken on or by the next succeeding day that is a Business Day.

(2) Dividends

(a) During the Initial Fixed Rate Period, the holders of the Series 23 Shares shall be entitled to receive and the Corporation shall pay, as and when declared by the board of directors of the Corporation, out of the moneys of the Corporation properly applicable to the payment of dividends, fixed, cumulative, preferential cash dividends at an annual rate of \$1.3125 per Series 23 Share, payable quarterly on each Dividend Payment Date in each year, other than February 15, 2020. The first dividend, if declared, shall be payable on February 15, 2020 and shall be in an amount of \$0.328125 per Series 23 Share.

(b) During each Subsequent Fixed Rate Period, the holders of the Series 23 Shares shall be entitled to receive and the Corporation shall pay, as and when declared by the board of directors of the Corporation, out of the moneys of the Corporation properly applicable to the payment of dividends, fixed, cumulative, preferential cash dividends, payable quarterly on each Dividend Payment Date, in the amount per share determined by multiplying one-quarter of the Annual Fixed Dividend Rate for such Subsequent Fixed Rate Period by \$25.00.

(c) On each Fixed Rate Calculation Date, the Corporation shall determine the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period. Each such determination shall, in the absence of manifest error, be final and binding upon the Corporation and upon all holders of Series 23 Shares. The Corporation shall, on each Fixed Rate Calculation Date, give written notice of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period to the registered holders of the then outstanding Series 23 Shares. Each such notice shall be given by electronic transmission, by facsimile transmission or by ordinary unregistered first class prepaid mail addressed to each holder of Series 23 Shares at the last address of such holder as it appears on the books of the Corporation or, in the event of the address of any holder not so appearing, to the address of such holder last known to the Corporation.

(d) If a dividend has been declared for a Quarter and a date is fixed for a Liquidation, redemption or conversion that is prior to the Dividend Payment Date for such Quarter, a Pro Rated Dividend shall be payable on the date fixed for such Liquidation, redemption or conversion instead of the dividend declared, but if such Liquidation, redemption or conversion does not occur, then the full amount of the dividend declared shall be payable on the originally scheduled Dividend Payment Date.

(e) If the dividend payable on any Dividend Payment Date is not paid in full on such date on all of the Series 23 Shares then outstanding, such dividend or the unpaid part of it shall be paid on a subsequent date or dates to be determined by the board of directors of the Corporation on which the Corporation shall have sufficient moneys properly applicable, under the provisions of any applicable law and under the provisions of any trust indenture securing bonds, debentures or other securities of the Corporation, to the payment of the dividend.

(f) Cheques of the Corporation payable in lawful money of Canada at par at any branch of the Corporation's bankers in Canada may be issued in respect of the dividends (less any tax required to be deducted) and payment of the cheques shall satisfy such dividends, or payments in respect of dividends may be made in any other manner determined by the Corporation.

(g) The holders of the Series 23 Shares shall not be entitled to any dividend other than as specified in this paragraph (2).

(3) Purchase for Cancellation

Subject to the provisions of paragraphs (5) and (9) and subject to such provisions of the *Business Corporations Act* (Alberta) as may be applicable, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Series 23 Shares outstanding from time to time:

- (a) through the facilities of any stock exchange on which the Series 23 Shares are listed,
- (b) by invitation for tenders addressed to all the holders of record of the Series 23 Shares outstanding, or
- (c) in any other manner,

at the lowest price or prices at which, in the opinion of the board of directors of the Corporation, such shares are obtainable. If upon any invitation for tenders under the provisions of this paragraph (3), more Series 23 Shares are tendered at a price or prices acceptable to the Corporation than the Corporation is willing to purchase, the Corporation shall accept, to the extent required, the tenders submitted at the lowest price and then, if and as required, the tenders submitted at the next progressively higher prices, and if more shares are tendered at any such price than the Corporation is prepared to purchase, then the shares tendered at such price shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Series 23 Shares so tendered by each of the holders of Series 23 Shares who submit tenders at that price. From and after the date of purchase of any Series 23 Shares under the provisions of this paragraph (3), the shares so purchased shall be restored to the status of authorized but unissued shares.

(4) Redemption

(a) The Series 23 Shares shall not be redeemable prior to November 15, 2022. Subject to the provisions of paragraph (9), on November 15, 2022, and on November 15 in every fifth year thereafter, the Corporation, upon giving notice as herein provided, may redeem all or any part of the Series 23 Shares by the payment of an amount in cash for each Series 23 Share to be redeemed equal to \$25.00 per Series 23 Share (such amount being the "redemption amount") plus all accrued and unpaid dividends thereon to, but excluding, the date fixed for redemption (the whole constituting the "cash redemption price"). For the purposes of subsection 191(4) of the *Income Tax Act* (Canada) or any successor or replacement provision of similar effect, the amount specified in respect of each Series 23 Share is \$25.00.

(b) In any case of redemption of Series 23 Shares under the provisions of this paragraph (4), the Corporation shall, at least 30 days and not more than 60 days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of Series 23 Shares to

be redeemed a written notice of the intention of the Corporation to redeem such Series 23 Shares. Such notice shall be mailed in a prepaid letter addressed to each such holder at the holder's address as it appears on the books of the Corporation or, in the event of the address of any such holder not so appearing, to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the cash redemption price and the date on which redemption is to take place and, if part only of the Series 23 Shares held by the person to whom it is addressed is to be redeemed, the number so to be redeemed. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Series 23 Shares to be redeemed the cash redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates for the Series 23 Shares called for redemption, subject to the provisions of paragraph (14). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. Such Series 23 Shares shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares. If a part only of the shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Series 23 Shares called for redemption shall cease to be entitled to dividends and the holders shall not be entitled to exercise any of the rights of holders in respect thereof unless payment of the cash redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right, at any time after the mailing of notice of its intention to redeem any Series 23 Shares, to deposit the cash redemption price of the shares so called for redemption, or of such of the shares represented by certificates that have not at the date of such deposit been surrendered by the holders in connection with such redemption, to a special account in any chartered bank or any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of such Series 23 Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Series 23 Shares in respect of which such deposit shall have been made shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares and the rights of the holders after such deposit or such redemption date shall be limited to receiving without interest their proportionate part of the total cash redemption price so deposited against presentation and surrender of the certificates representing the Series 23 Shares held by them that are being so redeemed. Any interest allowed on any such deposit shall belong to the Corporation and any unclaimed funds remaining on deposit on the sixth anniversary date of the redemption shall be returned to the Corporation. Subject to such provisions of the *Business Corporations Act (Alberta)* as may be applicable, in case a part only of the then outstanding Series 23 Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the board of directors of the Corporation or the transfer agent and registrar, if any, appointed by the Corporation in respect of such shares shall decide, or, if the board of directors of the Corporation so decides, such shares may be redeemed pro rata (disregarding fractions)

(5) Conversion into Series 24 Shares

(a) The Series 23 Shares shall not be convertible prior to November 15, 2022. Thereafter, holders of Series 23 Shares shall have the right to elect to convert on each Series 23 Conversion Date, subject to the provisions hereof, all or any of their Series 23 Shares into Series 24 Shares on the basis of one Series 24 Share for each Series 23 Share. The Corporation shall, not more than 60 days and not less than 30 days prior to the applicable Series 23 Conversion Date, give notice in writing in accordance with the provisions of subparagraph (2)(c) to the then registered holders of the Series 23 Shares of the conversion right provided for in this paragraph (5), which notice shall set out the Series 23 Conversion Date and instructions to such holders as to the method by which such conversion right may be exercised. On the 30th day prior to each Series 23 Conversion Date, the Corporation shall give notice in writing to the then registered holders of the Series 23 Shares of the Annual Fixed Dividend Rate for the Series 23 Shares for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate for the Series 24 Shares for the next succeeding Quarterly Floating Rate Period. Such notice shall be delivered in accordance with the provisions of subparagraph (2)(c).

(b) If the Corporation gives notice as provided in paragraph (4) to the holders of the Series 23 Shares of the redemption of all of the Series 23 Shares, then the right of a holder of Series 23 Shares to convert such Series 23 Shares shall terminate effective on the date of such notice and the Corporation shall not be required to give the notice specified in subparagraph (a) of this paragraph (5).

(c) Holders of Series 23 Shares shall not be entitled to convert their shares into Series 24 Shares if the Corporation determines that there would remain outstanding on a Series 23 Conversion Date less than 1,000,000 Series 24 Shares, after having taken into account all Series 23 Shares tendered for conversion into Series 24 Shares and all Series 24 Shares tendered for conversion into Series 23 Shares, and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(c) to all affected registered holders of the Series 23 Shares at least seven days prior to the applicable Series 23 Conversion Date and shall issue and deliver, or cause to be delivered, prior to such Series 23 Conversion Date, at the expense of the Corporation, to such holders of Series 23 Shares who have surrendered for conversion any certificate or certificates representing Series 23 Shares, certificates representing the Series 23 Shares represented by any certificate or certificates so surrendered.

(d) If the Corporation determines that there would remain outstanding on a Series 23 Conversion Date less than 1,000,000 Series 23 Shares, after having taken into account all Series 23 Shares tendered for conversion into Series 24 Shares and all Series 24 Shares tendered for conversion into Series 23 Shares, then all of the remaining outstanding Series 23 Shares shall be converted automatically into Series 24 Shares on the basis of one Series 24 Share for each Series 23 Share on the applicable Series 23 Conversion Date and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(c) to the then registered holders of such remaining Series 23 Shares at least seven days prior to the Series 23 Conversion Date.

(e) The conversion right may be exercised by a holder of Series 23 Shares by notice in writing, in a form satisfactory to the Corporation (the "Series 23 Conversion Notice"), which notice must be received by the transfer agent and registrar for the Series 23 Shares at the principal office in Toronto or Calgary of such transfer agent and registrar not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 23 Conversion Date. The Series 23 Conversion Notice shall indicate the number of Series 23 Shares to be converted. Once received by the transfer agent and registrar on behalf of the Corporation, the election of a holder to convert is irrevocable. Except in the case where the Series 24 Shares are in the Book-Based System, if the Series 24 Shares are to be registered in a name or names different from the name or names of the registered holder of the Series 23 Shares to be converted, the Series 23 Conversion Notice shall contain written notice in form and execution satisfactory to such transfer agent and registrar directing the Corporation to register the Series 24 Shares in some other name or names (the "Series 24 Transferee") and stating the name or names (with addresses) and a written declaration, if required by the Corporation or by applicable law, as to the residence and share ownership status of the Series 24 Transferee and such other matters as may be required by such law in order to determine the entitlement of such Series 24 Transferee to hold such Series 24 Shares.

(f) If all remaining outstanding Series 23 Shares are to be converted into Series 24 Shares on the applicable Series 23 Conversion Date as provided for in subparagraph (d) of this paragraph (5), the Series 23 Shares that holders have not previously elected to convert shall be converted on the Series 23 Conversion Date into Series 24 Shares and the holders thereof shall be deemed to be holders of Series 24 Shares at 5:00 p.m. (Toronto time) on the Series 23 Conversion Date and shall be entitled, upon surrender during regular business hours at the principal office in Toronto or Calgary of the transfer agent and registrar of the Corporation of the certificate or certificates representing Series 23 Shares not previously surrendered for conversion, to receive a certificate or certificates representing the same number of Series 24 Shares in the manner and subject to the provisions of this paragraph (5) and paragraph (14).

(g) Subject to subparagraph (h) of this paragraph (5) and paragraph (14), as promptly as practicable after the Series 23 Conversion Date, the Corporation shall deliver or cause to be delivered

certificates representing the Series 24 Shares registered in the name of the holders of the Series 23 Shares to be converted, or as such holders shall have directed, on presentation and surrender at the principal office in Toronto or Calgary of the transfer agent and registrar for the Series 23 Shares of the certificate or certificates for the Series 23 Shares to be converted. If only a part of such Series 23 Shares represented by any certificate shall be converted, a new certificate for the balance shall be issued at the expense of the Corporation. From and after 5:00 p.m. (Toronto time) on the Series 23 Conversion Date, the Series 23 Shares converted into Series 24 Shares shall cease to be outstanding and shall be restored to the status of authorized but unissued shares, and the holders thereof shall cease to be entitled to dividends (other than any accrued but unpaid dividends then outstanding on the Series 23 Shares) and shall not be entitled to exercise any of the rights of holders in respect thereof unless the Corporation shall fail, subject to paragraph (14), to deliver to the holders of the Series 23 Shares to be converted share certificates representing the Series 24 Shares into which such shares have been converted.

(h) The obligation of the Corporation to issue Series 24 Shares upon conversion of any Series 23 Shares shall be deferred for a period not to exceed 60 days during the continuance of any one or more of the following events:

(i) the issuing of such Series 24 Shares is prohibited pursuant to any agreement or arrangement entered into by the Corporation to assure its solvency or continued operation;

(ii) the issuing of such Series 24 Shares is prohibited by law or by any regulatory or other authority having jurisdiction over the Corporation that is acting in conformity with law; or

(iii) for any reason beyond its control, the Corporation is unable to issue Series 24 Shares or is unable to deliver Series 24 Shares.

If, at the end of such 60 day period or sooner, the Corporation is able to issue the Series 24 Shares, it shall do so forthwith with effect from the original Series 23 Conversion Date, but if it is not able to do so at any point during such 60 day period, then, on the first Business Day following its expiry, all Series 23 Shares tendered for conversion shall be deemed to have not been converted, all Series 23 Conversion Notices tendered in connection with such conversion shall be deemed revoked and of no further force or effect and any certificates representing Series 23 Shares tendered for conversion shall be returned to the holders thereof.

(i) The Corporation reserves the right not to deliver Series 24 Shares to any person that the Corporation or its transfer agent and registrar has reason to believe is a person whose address is in, or that the Corporation or its transfer agent and registrar has reason to believe is a resident of, any jurisdiction outside Canada if such delivery would require the Corporation to take any action to comply with the securities laws of such jurisdiction. In those circumstances, the Corporation shall hold, as agent of any such person, all or the relevant number of Series 24 Shares, and the Corporation shall attempt to sell such Series 24 Shares to parties other than the Corporation and its affiliates on behalf of any such person. Such sales (if any) shall be made at such times and at such prices as the Corporation, in its sole discretion, may determine. The Corporation shall not be subject to any liability for failure to sell Series 24 Shares on behalf of any such person at all or at any particular price or on any particular day. The net proceeds received by the Corporation from the sale of any such Series 24 Shares shall be delivered to any such person, after deducting the costs of sale, by cheque or in any other manner determined by the Corporation.

(6) Liquidation, Dissolution or Winding-up

In the event of a Liquidation, the holders of the Series 23 Shares shall be entitled to receive \$25.00 per Series 23 Share plus all accrued and unpaid dividends thereon, which for such purpose shall be calculated on a pro rata basis for the period from and including the last Dividend Payment Date on which dividends on the Series 23 Shares have been paid to but excluding the date of such Liquidation, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of the Common Shares or to the holders of any other shares ranking junior to the Series 23 Shares in any

respect. After payment to the holders of the Series 23 Shares of the amount so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Corporation.

(7) Voting Rights

The holders of Series 23 Shares shall not be entitled (except as otherwise provided by law and except for meetings of the holders of Class A Preferred Shares as a class and meetings of the holders of Series 23 Shares as a series) to receive notice of, attend at, or vote at any meeting of shareholders of the Corporation unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series 23 Shares, whether or not consecutive and whether or not such dividends have been declared and whether or not there are any moneys of the Corporation properly applicable to the payment of such dividends. In the event of such non-payment, the holders of Series 23 Shares shall have the right to receive notice of and to attend each meeting of shareholders of the Corporation at which directors are to be elected and which take place more than 60 days after the date on which the failure first occurs (other than separate meetings of holders of another class or series of shares), and such holders of Series 23 Shares present in person or represented by proxy at such meeting shall have the right, at any poll taken or in respect of any other voting method at any such meeting, voting together with the holders of the Common Shares and all other shares entitled to vote together with the Common Shares on such election of directors, to one vote with respect to resolutions to elect directors being voted on for each Series 23 Share held until all such arrears of dividends have been paid, whereupon such rights shall cease unless and until the same default shall again arise under the provisions of this paragraph (7).

(8) Restrictions on Partial Redemption or Purchase

So long as any of the Series 23 Shares are outstanding, the Corporation shall not call for redemption, purchase, reduce or otherwise pay for less than all the Series 23 Shares and all other preferred shares then outstanding ranking prior to or on a parity with the Series 23 Shares with respect to payment of dividends unless all dividends up to and including the dividends payable on the last preceding dividend payment dates on all such shares then outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.

(9) Restrictions on Payment of Dividends and Reduction of Junior Capital

So long as any of the Series 23 Shares are outstanding, the Corporation shall not:

(a) call for redemption, purchase, reduce or otherwise pay off less than all the Series 23 Shares and all other preferred shares then outstanding ranking prior to or on parity with the Series 23 Shares with respect to payment of dividends;

(b) declare, pay or set apart for payment, any dividends (other than stock dividends in shares of the Corporation ranking junior to the Series 23 Shares) on the Common Shares or any other shares of the Corporation ranking junior to the Series 23 Shares with respect to payment of dividends; or

(c) call for redemption, purchase, reduce or otherwise pay for any shares of the Corporation ranking junior to the Series 23 Shares with respect to repayment of capital or with respect to payment of dividends;

unless all dividends up to and including the dividends payable on the last preceding dividend payment dates on the Series 23 Shares and on all other preferred shares ranking prior to or on a parity with the Series 23 Shares with respect to payment of dividends then outstanding shall have been declared and paid or set apart for payment at the date of any such action referred to in subparagraphs (9)(a), (b) and (c).

(10) Creation or Issue of Additional Shares

So long as any Series 23 Shares are outstanding, the Corporation shall not, without the prior approval of the holders of the Series 23 Shares, create or issue any shares ranking prior to or on a parity with the Series 23 Shares with respect to repayment of capital or payment of dividends; provided, however, that the Corporation may without such approval create and/or issue additional series of Class A Preferred Shares: (i) if all dividends then payable on the Series 23 Shares shall have been paid or set apart for payment; or (ii) for the purposes of making interest payments, repaying indebtedness of the Corporation and/or converting or exchanging indebtedness of the Corporation pursuant to the terms thereof.

(11) Sanction by Holders of Series 23 Shares

The approval of the holders of the Series 23 Shares when voting separately as a series with respect to any and all matters referred to in these share provisions may be given in writing by all of the holders of the Series 23 Shares outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Series 23 Shares duly called and held for the purpose of considering the subject matter of such resolution and at which a quorum of holders of Series 23 Shares then outstanding is present in person or represented by proxy in accordance with the by-laws of the Corporation; provided, however, that if at any such meeting, when originally held, a quorum of holders of Series 23 Shares then outstanding is not present in person or so represented by proxy at the opening of the meeting, then the meeting shall be adjourned to such date and to such time and place as may be fixed by the holders of Series 23 Shares present or represented at the meeting in accordance with the by-laws of the Corporation, and at such adjourned meeting if a quorum of the holders of Series 23 Shares is present in person or represented by proxy in accordance with the by-laws of the Corporation, a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of Series 23 Shares. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct of it shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at any such original meeting or adjourned meeting, each holder of Series 23 Shares present in person or represented by proxy shall be entitled to one vote for each of the Series 23 Shares held by such holder.

(12) Tax Election

The Corporation shall elect, in the manner and within the time provided under subsection 191.2(1) of the *Income Tax Act* (Canada) or any successor or replacement provision of similar effect, to pay tax at a rate, and shall take all other action necessary under such Act, such that no holder of Series 23 Shares shall be required to pay tax on dividends received (or deemed to be received) on the Series 23 Shares under section 187.2 of such Act or any successor or replacement provision of similar effect.

(13) Withholding Tax

Notwithstanding any other provision of these share provisions, the Corporation may deduct or withhold from any payment, distribution, issuance or delivery (whether in cash or in shares) to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and shall remit any such amounts to the relevant tax authority as required. If the cash component of any payment, distribution, issuance or delivery to be made pursuant to these share provisions is less than the amount that the Corporation is so required or permitted to deduct or withhold, the Corporation shall be permitted to deduct and withhold from any non-cash payment, distribution, issuance or delivery to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and to dispose of such property in order to remit any amount required to be remitted to any relevant tax authority. Notwithstanding the foregoing, the amount of any payment, distribution, issuance or delivery made to a holder of Series 23 Shares pursuant to these share provisions shall be considered to be the amount of the payment, distribution, issuance or delivery received by such holder plus any amount deducted or withheld pursuant to this paragraph (13). Holders of Series 23 Shares shall

be responsible for all withholding taxes under Part XIII of the *Income Tax Act* (Canada) in respect of any payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions and shall indemnify and hold harmless the Corporation on an after-tax basis for any such taxes imposed on any payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions.

(14) Book-Based System

(a) Subject to the provisions of subparagraphs (b) and (c) of this paragraph (14) and notwithstanding the provisions of paragraphs (1) through (13) of these share provisions, the Series 23 Shares shall be evidenced by a single fully registered Global Certificate representing the aggregate number of Series 23 Shares issued by the Corporation which shall be held by, or on behalf of, the System Operator as custodian of the Global Certificate for the Participants and registered in the name of "CDS & Co." (or in such other name as the System Operator may use from time to time as its nominee for purposes of the Book-Based System), and registrations of ownership, transfers, surrenders and conversions of Series 23 Shares shall be made only through the Book-Based System. Accordingly, subject to subparagraph (c) of this paragraph (14), no beneficial holder of Series 23 Shares shall receive a certificate or other instrument from the Corporation or the System Operator evidencing such holder's ownership thereof, and no such holder shall be shown on the records maintained by the System Operator except through a book-entry account of a Participant acting on behalf of such holder.

(b) Notwithstanding the provisions of paragraphs (1) through (13), so long as the System Operator is the registered holder of the Series 23 Shares:

(i) the System Operator shall be considered the sole owner of the Series 23 Shares for the purposes of receiving notices or payments on or in respect of the Series 23 Shares or the delivery of Series 24 Shares and certificates therefor upon the exercise of rights of conversion in each case, for the benefit of the beneficial holders of the Series 23 Shares; and

(ii) the Corporation, pursuant to the exercise of rights of redemption or conversion, shall deliver or cause to be delivered to the System Operator, for the benefit of the beneficial holders (or former holders) of the Series 23 Shares, the cash redemption price for the Series 23 Shares or certificates for Series 24 Shares against delivery to the Corporation's account with the System Operator of such holders' Series 23 Shares.

(c) If the Corporation determines that the System Operator is no longer willing or able to discharge properly its responsibilities with respect to the Book-Based System and the Corporation is unable to locate a qualified successor or the Corporation elects, or is required by applicable law, to withdraw the Series 23 Shares from the Book-Based System, then subparagraphs (a) and (b) of this paragraph (14) shall no longer be applicable to the Series 23 Shares and the Corporation shall notify Book-Entry Holders through the System Operator of the occurrence of any such event or election and of the availability of Definitive Shares to Book-Entry Holders. Upon surrender by the System Operator of the Global Certificate to the transfer agent and registrar for the Series 23 Shares accompanied by registration instructions for re-registration, the Corporation shall execute and deliver Definitive Shares. The Corporation shall not be liable for any delay in delivering such instructions and may conclusively act and rely on and shall be protected in acting and relying on such instructions. Upon the issuance of Definitive Shares, the Corporation shall recognize the registered holders of such Definitive Shares and the Book-Entry Shares for which such Definitive Shares have been substituted shall be void and of no further effect.

(d) The provisions of paragraphs (1) through (13) and the exercise of rights of redemption and conversion, with respect to Series 23 Shares are subject to the provisions of this paragraph (14), and to the extent that there is any inconsistency or conflict between such provisions, the provisions of this paragraph (14) shall prevail.

(15) Wire or Electronic Transfer of Funds

Notwithstanding any other right, privilege, restriction or condition attaching to the Series 23 Shares, the Corporation may, at its option, make any payment due to registered holders of Series 23 Shares by way of a wire or electronic transfer of funds to such holders. If a payment is made by way of a wire or electronic transfer of funds, the Corporation shall be responsible for any applicable charges or fees relating to the making of such transfer. As soon as practicable following the determination by the Corporation that a payment is to be made by way of a wire or electronic transfer of funds, the Corporation shall provide a notice to the applicable registered holders of Series 23 Shares at their respective addresses appearing on the books of the Corporation. Such notice shall request that each applicable registered holder of Series 23 Shares provide the particulars of an account of such holder with a chartered bank in Canada to which the wire or electronic transfer of funds shall be directed. If the Corporation does not receive account particulars from a registered holder of Series 23 Shares prior to the date such payment is to be made, the Corporation shall deposit the funds otherwise payable to such holder into a special account or accounts in trust for such holder. The making of a payment by way of a wire or electronic transfer of funds or the deposit by the Corporation of funds otherwise payable into a holder in a special account or accounts in trust for such holder shall be deemed to constitute payment by the Corporation on the date thereof and shall satisfy and discharge all liabilities of the Corporation for such payment to the extent of the amount represented by such transfer or deposit.

(16) Amendments

The provisions attaching to the Series 23 Shares may be deleted, varied, modified, amended or amplified by articles of amendment with such approval as may then be required by the *Business Corporations Act* (Alberta), with any such approval to be given in accordance with paragraph (11) and with any required approvals of any stock exchanges on which the Series 23 Shares may be listed.

B. Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 24

The twenty-fourth series of Class A Preferred Shares of the Corporation shall consist of 12,000,000 shares designated as Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 24 (the "Series 24 Shares"). In addition to the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares as a class, the rights, privileges, restrictions and conditions attaching to the Series 24 Shares shall be as follows:

(1) Interpretation

(a) In these Series 24 Share provisions, the following expressions have the meanings indicated:

(i) "Annual Fixed Dividend Rate" means, for any Subsequent Fixed Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date and 3.65%, provided that, in any event, such rate shall not be less than 5.25%;

(ii) "Bloomberg Screen GCAN5YR Page" means the display designated as page "GCAN5YR<INDEX>" on the Bloomberg Financial L.P. service, its successor service or a comparable source (or such other page as may replace the GCAN5YR<INDEX> page on that service, its successor service or a comparable source) for purposes of displaying Government of Canada bond yields;

(iii) "Book-Based System" means the record entry securities transfer and pledge system administered by the System Operator in accordance with the operating rules and procedures of the System Operator in force from time to time and any successor system thereof;

(iv) "Book-Entry Holder" means the person that is the beneficial holder of a Book-Entry Share;

(v) "Book-Entry Shares" means the Series 24 Shares held through the Book-Based System;

(vi) "Business Day" means a day on which chartered banks are generally open for business in both Calgary, Alberta and Toronto, Ontario;

(vii) "CDS" means CDS Clearing and Depository Services Inc. or any successor thereof;

(viii) "Class A Preferred Shares" means the class A preferred shares in the capital of the Corporation;

(ix) "Common Shares" means the common shares in the capital of the Corporation;

(x) "Definitive Share" means a fully registered, typewritten, printed, lithographed, engraved or otherwise produced share certificate representing one or more Series 24 Shares;

(xi) "Dividend Payment Date" means the 15th day of February, May, August and November in any year;

(xii) "Fixed Rate Calculation Date" means, for any Subsequent Fixed Rate Period, the 30th day prior to the first day of such Subsequent Fixed Rate Period;

(xiii) "Floating Quarterly Dividend Rate" means, for any Quarterly Floating Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date and 3.65%;

(xiv) "Floating Rate Calculation Date" means, for any Quarterly Floating Rate Period, the 30th day prior to the first day of such Quarterly Floating Rate Period;

(xv) "Global Certificate" means the global certificate representing outstanding Book-Entry Shares;

(xvi) "Government of Canada Yield" on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and that appears on the Bloomberg Screen GCAN5YR Page on such date; provided that if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, then the Government of Canada Yield shall mean the arithmetic average of the yields quoted to the Corporation by two registered Canadian investment dealers selected by the Corporation as being the annual yield to maturity on such date, compounded semi-annually, that a non-callable Government of Canada bond would carry if issued, in Canadian dollars in Canada, at 100% of its principal amount on such date with a term to maturity of five years;

(xvii) "Liquidation" means the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs;

(xviii) "Participants" means the participants in the Book-Based System;

(xix) "Pro Rated Dividend" means the amount determined by multiplying the amount of the dividend payable for a Quarter in which a Liquidation, conversion or redemption is to occur by four and multiplying that product by a fraction, the numerator of which is the number of days from and including the Dividend Payment Date immediately preceding the date fixed for Liquidation, conversion or redemption to but excluding such date and the denominator of which is 365 or 366, depending upon the actual number of days in the applicable year;

(xx) "Quarter" means a three-month period ending on a Dividend Payment Date;

(xxi) "Quarterly Commencement Date" means the 15th day of February, May, August and November in each year, commencing November 15, 2022;

(xxii) "Quarterly Floating Rate Period" means the period from and including a Quarterly Commencement Date to but excluding the next succeeding Quarterly Commencement Date;

(xxiii) "Series 23 Shares" means the Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 23 in the capital of the Corporation;

(xxiv) "Series 24 Conversion Date" means November 15, 2027, and November 15 in every fifth year thereafter;

(xxv) "Subsequent Fixed Rate Period" means, for the initial Subsequent Fixed Rate Period, the period from and including November 15, 2022, to but excluding November 15, 2027, and for each succeeding Subsequent Fixed Rate Period means the period from and including the day immediately following the last day of the immediately preceding Subsequent Fixed Rate Period to but excluding November 15 in the fifth year thereafter;

(xxvi) "System Operator" means CDS or its nominee or any successor thereof; and

(xxvii) "T-Bill Rate" means, for any Quarterly Floating Rate Period, the average yield expressed as an annual rate on 90 day Government of Canada treasury bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

(b) The expressions "on a parity with", "ranking prior to", "ranking junior to" and similar expressions refer to the order of priority in the payment of dividends or in the distribution of assets in the event of any Liquidation.

(c) If any day on which any dividend on the Series 24 Shares is payable by the Corporation or on or by which any other action is required to be taken by the Corporation is not a Business Day, then such dividend shall be payable and such other action may be taken on or by the next succeeding day that is a Business Day.

(2) Dividends

(a) During each Quarterly Floating Rate Period, the holders of the Series 24 Shares shall be entitled to receive and the Corporation shall pay, as and when declared by the board of directors of the Corporation, out of the moneys of the Corporation properly applicable to the payment of dividends, cumulative preferential cash dividends, payable on each Dividend Payment Date, in the amount per share determined by multiplying the Floating Quarterly Dividend Rate for such Quarterly Floating Rate Period by \$25.00 and multiplying that product by a fraction, the numerator of which is the actual number of days in such Quarterly Floating Rate Period and the denominator of which is 365 or 366, depending on the actual number of days in the applicable year.

(b) On each Floating Rate Calculation Date, the Corporation shall determine the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period. Each such determination shall, in the absence of manifest error, be final and binding upon the Corporation and upon all holders of Series 24 Shares. The Corporation shall, on each Floating Rate Calculation Date, give written notice of the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period to the registered holders of the then outstanding Series 24 Shares. Each such notice shall be given by electronic transmission, by facsimile transmission or by ordinary unregistered first class prepaid mail addressed to each holder of Series 24 Shares at the last address of such holder as it appears on the books of the Corporation or, in the event of the address of any holder not so appearing, to the address of such holder last known to the Corporation.

(c) If a dividend has been declared for a Quarter and a date is fixed for a Liquidation, redemption or conversion that is prior to the Dividend Payment Date for such Quarter, a Pro Rated Dividend shall be payable on the date fixed for such Liquidation, redemption or conversion instead of the dividend declared, but if such Liquidation, redemption or conversion does not occur, then the full amount of the dividend declared shall be payable on the originally scheduled Dividend Payment Date.

(d) If the dividend payable on any Dividend Payment Date is not paid in full on such date on all of the Series 24 Shares then outstanding, such dividend or the unpaid part of it, shall be paid on a subsequent date or dates to be determined by the board of directors of the Corporation on which the Corporation shall have sufficient moneys properly applicable, under the provisions of any applicable law and under the provisions of any trust indenture securing bonds, debentures or other securities of the Corporation, to the payment of the dividend.

(e) Cheques of the Corporation payable in lawful money of Canada at par at any branch of the Corporation's bankers in Canada may be issued in respect of the dividends (less any tax required to be deducted) and payment of the cheques shall satisfy such dividends, or payments in respect of dividends may be made in any other manner determined by the Corporation.

(f) The holders of the Series 24 Shares shall not be entitled to any dividend other than as specified in this paragraph (2).

(3) Purchase for Cancellation

Subject to the provisions of paragraphs (5) and (9) and subject to such provisions of the *Business Corporations Act (Alberta)* as may be applicable, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Series 24 Shares outstanding from time to time:

- (a) through the facilities of any stock exchange on which the Series 24 Shares are listed,
- (b) by invitation for tenders addressed to all the holders of record of the Series 24 Shares outstanding, or
- (c) in any other manner,

at the lowest price or prices at which, in the opinion of the board of directors of the Corporation, such shares are obtainable. If upon any invitation for tenders under the provisions of this paragraph (3), more Series 24 Shares are tendered at a price or prices acceptable to the Corporation than the Corporation is willing to purchase, the Corporation shall accept, to the extent required, the tenders submitted at the lowest price and then, if and as required, the tenders submitted at the next progressively higher prices, and if more shares are tendered at any such price than the Corporation is prepared to purchase, then the shares tendered at such price shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Series 24 Shares so tendered by each of the holders of Series 24 Shares who submit tenders at that price. From and after the date of purchase of any Series 24 Shares under the

provisions of this paragraph (3), the shares so purchased shall be restored to the status of authorized but unissued shares.

(4) Redemption

(a) Subject to the provisions of paragraph (9), the Corporation, upon giving notice as herein provided, may redeem all or any part of the Series 24 Shares by the payment of an amount in cash for each share to be redeemed equal to:

(i) \$25.00 in the case of a redemption on a Series 24 Conversion Date on or after November 15, 2027, or

(ii) \$25.50 in the case of redemption on any other date after November 15, 2022 that is not a Series 24 Conversion Date, (such amount being the "redemption amount") plus all accrued and unpaid dividends thereon, which for such purpose shall be calculated on a pro rata basis for the period from and including the last Dividend Payment Date on which dividends on the Series 24 Shares have been paid to but excluding the date fixed for redemption (the whole constituting the "cash redemption price"). For the purposes of subsection 191(4) of the *Income Tax Act (Canada)* or any successor or replacement provision of similar effect, the amount specified in respect of each Series 24 Share is \$25.00.

(b) In any case of redemption of Series 24 Shares under the provisions of this paragraph (4), the Corporation shall, at least 30 days and not more than 60 days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of Series 24 Shares to be redeemed a written notice of the intention of the Corporation to redeem such Series 24 Shares. Such notice shall be mailed in a prepaid letter addressed to each such holder at the holder's address as it appears on the books of the Corporation or, in the event of the address of any such holder not so appearing, to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the cash redemption price and the date on which redemption is to take place and, if part only of the Series 24 Shares held by the person to whom it is addressed is to be redeemed, the number so to be redeemed. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Series 24 Shares to be redeemed, the cash redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates for the Series 24 Shares called for redemption, subject to the provisions of paragraph (14). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. Such Series 24 Shares shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares. If a part only of the shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Series 24 Shares called for redemption shall cease to be entitled to dividends and the holders shall not be entitled to exercise any of the rights of holders in respect thereof unless payment of the cash redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right, at any time after the mailing of notice of its intention to redeem any Series 24 Shares, to deposit the cash redemption price of the shares so called for redemption, or of such of the shares represented by certificates that have not at the date of such deposit been surrendered by the holders in connection with such redemption, to a special account in any chartered bank or any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of such Series 24 Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Series 24 Shares in respect of which such deposit shall have been made shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares and the rights of the holders after such deposit or such redemption date shall be limited to receiving without interest their proportionate part of the total cash redemption price so deposited against presentation and surrender of the certificates representing the Series 24 Shares held

by them that are being so redeemed. Any interest allowed on any such deposit shall belong to the Corporation and any unclaimed funds remaining on deposit on the sixth anniversary date of the redemption shall be returned to the Corporation. Subject to such provisions of the *Business Corporations Act* (Alberta) as may be applicable, in case a part only of the then outstanding Series 24 Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the board of directors of the Corporation or the transfer agent and registrar, if any, appointed by the Corporation in respect of such shares, shall decide, or, if the board of directors of the Corporation so decides, such shares may be redeemed pro rata (disregarding fractions).

(5) Conversion into Series 23 Shares

(a) The Series 24 Shares shall not be convertible prior to November 15, 2027. Thereafter, holders of Series 24 Shares shall have the right to elect to convert on each Series 24 Conversion Date, subject to the provisions hereof, all or any of their Series 24 Shares into Series 23 Shares on the basis of one Series 23 Share for each Series 24 Share. The Corporation shall, not more than 60 days and not less than 30 days prior to the applicable Series 24 Conversion Date, give notice in writing in accordance with the provisions of subparagraph (2)(b) to the then registered holders of the Series 24 Shares, of the conversion right provided for in this paragraph (5), which notice shall set out the Series 24 Conversion Date and instructions to such holders as to the method by which such conversion right may be exercised. On the 30th day prior to each Series 24 Conversion Date, the Corporation shall give notice in writing to the then registered holders of the Series 24 Shares of the Annual Fixed Dividend Rate for the Series 23 Shares for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate for the Series 24 Shares for the next succeeding Quarterly Floating Rate Period. Such notice shall be delivered in accordance with the provisions of subparagraph (2)(b).

(b) If the Corporation gives notice as provided in paragraph (4) to the holders of the Series 24 Shares of the redemption of all of the Series 24 Shares, then the right of a holder of Series 24 Shares to convert such Series 24 Shares shall terminate effective on the date of such notice and the Corporation shall not be required to give the notice specified in subparagraph (a) of this paragraph (5).

(c) Holders of Series 24 Shares shall not be entitled to convert their shares into Series 23 Shares if the Corporation determines that there would remain outstanding on a Series 24 Conversion Date less than 1,000,000 Series 23 Shares, after having taken into account all Series 24 Shares tendered for conversion into Series 23 Shares and all Series 23 Shares tendered for conversion into Series 24 Shares, and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(b) to all affected registered holders of the Series 24 Shares at least seven days prior to the applicable Series 24 Conversion Date and shall issue and deliver, or cause to be delivered, prior to such Series 24 Conversion Date, at the expense of the Corporation, to such holders of Series 24 Shares who have surrendered for conversion any certificate or certificates representing Series 24 Shares, certificates representing the Series 24 Shares represented by any certificate or certificates so surrendered.

(d) If the Corporation determines that there would remain outstanding on a Series 24 Conversion Date less than 1,000,000 Series 24 Shares, after having taken into account all Series 24 Shares tendered for conversion into Series 23 Shares and all Series 23 Shares tendered for conversion into Series 24 Shares, then all of the remaining outstanding Series 24 Shares shall be converted automatically into Series 23 Shares on the basis of one Series 23 Share for each Series 24 Share on the applicable Series 24 Conversion Date and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(b) to the then registered holders of such remaining Series 24 Shares at least seven days prior to the Series 24 Conversion Date.

(e) The conversion right may be exercised by a holder of Series 24 Shares by notice in writing, in a form satisfactory to the Corporation (the "Series 24 Conversion Notice"), which notice must be received by the transfer agent and registrar for the Series 24 Shares at the principal office in Toronto or Calgary of such transfer agent and registrar not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 24 Conversion Date. The Series 24 Conversion

Notice shall indicate the number of Series 24 Shares to be converted. Once received by the transfer agent and registrar on behalf of the Corporation, the election of a holder to convert is irrevocable. Except in the case where the Series 23 Shares are in the Book-Based System, if the Series 23 Shares are to be registered in a name or names different from the name or names of the registered holder of the Series 24 Shares to be converted, the Series 24 Conversion Notice shall contain written notice in form and execution satisfactory to such transfer agent and registrar directing the Corporation to register the Series 23 Shares in some other name or names (the "Series 23 Transferee") and stating the name or names (with addresses) and a written declaration, if required by the Corporation or by applicable law, as to the residence and share ownership status of the Series 23 Transferee and such other matters as may be required by such law in order to determine the entitlement of such Series 23 Transferee to hold such Series 23 Shares.

(f) If all remaining outstanding Series 24 Shares are to be converted into Series 23 Shares on the applicable Series 24 Conversion Date as provided for in subparagraph (d) of this paragraph (5), the Series 24 Shares that holders have not previously elected to convert shall be converted on the Series 24 Conversion Date into Series 23 Shares and the holders thereof shall be deemed to be holders of Series 23 Shares at 5:00 p.m. (Toronto time) on the Series 24 Conversion Date and shall be entitled, upon surrender during regular business hours at the principal office in Toronto or Calgary of the transfer agent and registrar of the Corporation of the certificate or certificates representing Series 24 Shares not previously surrendered for conversion, to receive a certificate or certificates representing the same number of Series 23 Shares in the manner and subject to the provisions of this paragraph (5) and paragraph (14).

(g) Subject to subparagraph (h) of this paragraph (5) and paragraph (14), as promptly as practicable after the Series 24 Conversion Date the Corporation shall deliver or cause to be delivered certificates representing the Series 23 Shares registered in the name of the holders of the Series 24 Shares to be converted, or as such holders shall have directed, on presentation and surrender at the principal office in Toronto or Calgary of the transfer agent and registrar for the Series 24 Shares of the certificate or certificates for the Series 24 Shares to be converted. If only a part of such Series 24 Shares represented by any certificate shall be converted, a new certificate for the balance shall be issued at the expense of the Corporation. From and after 5:00 p.m. (Toronto time) on the applicable Series 24 Conversion Date, the Series 24 Shares converted into Series 23 Shares shall cease to be outstanding and shall be restored to the status of authorized but unissued shares, and the holders thereof shall cease to be entitled to dividends (other than any accrued but unpaid dividends then outstanding on the Series 24 Shares) and shall not be entitled to exercise any of the rights of holders in respect thereof unless the Corporation shall fail, subject to paragraph (14), to deliver to the holders of the Series 24 Shares to be converted share certificates representing the Series 23 Shares into which such shares have been converted.

(h) The obligation of the Corporation to issue Series 23 Shares upon conversion of any Series 24 Shares shall be deferred for a period not to exceed 60 days during the continuance of any one or more of the following events:

(i) the issuing of such Series 23 Shares is prohibited pursuant to any agreement or arrangement entered into by the Corporation to assure its solvency or continued operation;

(ii) the issuing of such Series 23 Shares is prohibited by law or by any regulatory or other authority having jurisdiction over the Corporation that is acting in conformity with law; or

(iii) for any reason beyond its control, the Corporation is unable to issue Series 23 Shares or is unable to deliver Series 23 Shares.

If, at the end of such 60 day period or sooner, the Corporation is able to issue the Series 23 Shares, it shall do so forthwith with effect from the original Series 24 Conversion Date, but if it is not able to do during such 60 day period, then, on the first Business Day following its expiry, all Series 24 Shares tendered for conversion shall be deemed to have not been converted, all Series 24 Conversion Notices

tendered in connection with such conversion shall be deemed revoked and of no further force or effect and any certificates representing Series 24 Shares tendered for conversion shall be returned to the holders thereof.

(i) The Corporation reserves the right not to deliver Series 23 Shares to any person that the Corporation or its transfer agent and registrar has reason to believe is a person whose address is in, or that the Corporation or its transfer agent and registrar has reason to believe is a resident of any jurisdiction outside Canada if such delivery would require the Corporation to take any action to comply with the securities laws of such jurisdiction. In those circumstances, the Corporation shall hold, as agent of any such person, all or the relevant number of Series 23 Shares, and the Corporation shall attempt to sell such Series 23 Shares to parties other than the Corporation and its affiliates on behalf of any such person. Such sales (if any) shall be made at such times and at such prices as the Corporation, in its sole discretion, may determine. The Corporation shall not be subject to any liability for failure to sell Series 23 Shares on behalf of any such person at all or at any particular price or on any particular day. The net proceeds received by the Corporation from the sale of any such Series 23 Shares shall be delivered to any such person, after deducting the costs of sale, by cheque or in any other manner determined by the Corporation.

(6) **Liquidation, Dissolution or Winding-up**

In the event of a Liquidation, the holders of the Series 24 Shares shall be entitled to receive \$25.00 per Series 24 Share plus all accrued and unpaid dividends thereon, which for such purpose shall be calculated on a pro rata basis for the period from and including the last Dividend Payment Date on which dividends on the Series 24 Shares have been paid to but excluding the date of such Liquidation, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of the Common Shares or to the holders of any other shares ranking junior to the Series 24 Shares in any respect. After payment to the holders of the Series 24 Shares of the amount so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Corporation.

(7) **Voting Rights**

The holders of Series 24 Shares shall not be entitled (except as otherwise provided by law and except for meetings of the holders of Class A Preferred Shares as a class and meetings of the holders of Series 24 Shares as a series) to receive notice of, attend at, or vote at any meeting of shareholders of the Corporation unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series 24 Shares, whether or not consecutive and whether or not such dividends have been declared and whether or not there are any moneys of the Corporation properly applicable to the payment of such dividends. In the event of such non-payment, the holders of Series 24 Shares shall have the right to receive notice of and to attend each meeting of shareholders of the Corporation at which directors are to be elected and which take place more than 60 days after the date on which the failure first occurs (other than separate meetings of holders of another class or series of shares), and such holders of Series 24 Shares present in person or represented by proxy at such meeting shall have the right, at any poll taken or in respect of any other voting method at any such meeting, voting together with the holders of the Common Shares and all other shares entitled to vote together with the Common Shares on such election of directors, to one vote with respect to resolutions to elect directors being voted on for each Series 24 Share held until all such arrears of dividends have been paid, whereupon such rights shall cease unless and until the same default shall again arise under the provisions of this paragraph (7).

(8) **Restrictions on Partial Redemption or Purchase**

So long as any of the Series 24 Shares are outstanding, the Corporation shall not call for redemption, purchase, reduce or otherwise pay for less than all the Series 24 Shares and all other preferred shares then outstanding ranking prior to or on a parity with the Series 24 Shares with respect to payment of dividends unless all dividends up to and including the dividends payable on the last preceding dividend

payment dates on all such shares then outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.

(9) **Restrictions on Payment of Dividends and Reduction of Junior Capital**

So long as any of the Series 24 Shares are outstanding, the Corporation shall not:

(a) call for redemption, purchase, reduce or otherwise pay off less than all the Series 24 Shares and all other preferred shares then outstanding ranking prior to or on parity with the Series 24 Shares with respect to payment of dividends;

(b) declare, pay or set apart for payment, any dividends (other than stock dividends in shares of the Corporation ranking junior to the Series 24 Shares) on the Common Shares or any other shares of the Corporation ranking junior to the Series 24 Shares with respect to payment of dividends; or

(c) call for redemption, purchase, reduce or otherwise pay for any shares of the Corporation ranking junior to the Series 24 Shares with respect to repayment of capital or with respect to payment of dividends;

unless all dividends up to and including the dividends payable on the last preceding dividend payment dates on the Series 24 Shares and on all other preferred shares ranking prior to or on a parity with the Series 24 Shares with respect to payment of dividends then outstanding shall have been declared and paid or set apart for payment at the date of any such action referred to in subparagraphs (9)(a), (b) and (c).

(10) **Creation or Issue of Additional Shares**

Other than classes of shares created or issued for the purposes of making interest payments, repaying indebtedness of the Corporation and/or converting or exchanging indebtedness of the Corporation pursuant to the terms thereof, so long as any Series 24 Shares are outstanding, the Corporation shall not, without the prior approval of the holders of the Series 24 Shares, create or issue any shares ranking prior to or on a parity with the Series 24 Shares with respect to repayment of capital or payment of dividends; provided, however, that the Corporation may without such approval issue additional series of Class A Preferred Shares if all dividends then payable on the Series 24 Shares shall have been paid or set apart for payment.

(11) **Sanction by Holders of Series 24 Shares**

The approval of the holders of the Series 24 Shares when voting separately as a series with respect to any and all matters referred to in these share provisions may be given in writing by all of the holders of the Series 24 Shares outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Series 24 Shares duly called and held for the purpose of considering the subject matter of such resolution and at which a quorum of holders of Series 24 Shares then outstanding is present in person or represented by proxy in accordance with the by-laws of the Corporation; provided, however, that if at any such meeting, when originally held, a quorum of holders of Series 24 Shares then outstanding is not present in person or so represented by proxy at the opening of the meeting, then the meeting shall be adjourned to such date and to such time and place as may be fixed by the holders of Series 24 Shares present or represented at the meeting in accordance with the by-laws of the Corporation, and at such adjourned meeting if a quorum of the holders of Series 24 Shares is present in person or represented by proxy in accordance with the by-laws of the Corporation, a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of Series 24 Shares. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct of it shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at any such original meeting or adjourned meeting, each

holder of Series 24 Shares present in person or represented by proxy shall be entitled to one vote for each of the Series 24 Shares held by such holder.

(12) **Tax Election**

The Corporation shall elect, in the manner and within the time provided under subsection 191.2(1) of the *Income Tax Act (Canada)* or any successor or replacement provision of similar effect, to pay tax at a rate, and shall take all other action necessary under such Act, such that no holder of Series 24 Shares shall be required to pay tax on dividends received (or deemed to be received) on the Series 24 Shares under section 187.2 of such Act or any successor or replacement provision of similar effect.

(13) **Withholding Tax**

Notwithstanding any other provision of these share provisions, the Corporation may deduct or withhold from any payment, distribution, issuance or delivery (whether in cash or in shares) to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and shall remit any such amounts to the relevant tax authority as required. If the cash component of any payment, distribution, issuance or delivery to be made pursuant to these share provisions is less than the amount that the Corporation is so required or permitted to deduct or withhold, the Corporation shall be permitted to deduct and withhold from any non-cash payment, distribution, issuance or delivery to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and to dispose of such property in order to remit any amount required to be remitted to any relevant tax authority. Notwithstanding the foregoing, the amount of any payment, distribution, issuance or delivery made to a holder of Series 24 Shares pursuant to these share provisions shall be considered to be the amount of the payment, distribution, issuance or delivery received by such holder plus any amount deducted or withheld pursuant to this paragraph (13).

Holders of Series 24 Shares shall be responsible for all withholding taxes under Part XIII of the *Income Tax Act (Canada)* in respect of any payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions and shall indemnify and hold harmless the Corporation on an after-tax basis for any such taxes imposed on any payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions.

(14) **Book-Based System**

(a) Subject to the provisions of subparagraphs (b) and (c) of this paragraph (14) and notwithstanding the provisions of paragraphs (1) through (13) of these share provisions, the Series 24 Shares shall be evidenced by a single fully registered Global Certificate representing the aggregate number of Series 24 Shares issued by the Corporation which shall be held by, or on behalf of, the System Operator as custodian of the Global Certificate for the Participants and registered in the name of "CDS & Co." (or in such other name as the System Operator may use from time to time as its nominee for purposes of the Book-Based System), and registrations of ownership, transfers, surrenders and conversions of Series 24 Shares shall be made only through the Book-Based System. Accordingly, subject to subparagraph (c) of this paragraph (14), no beneficial holder of Series 24 Shares shall receive a certificate or other instrument from the Corporation or the System Operator evidencing such holder's ownership thereof, and no such holder shall be shown on the records maintained by the System Operator except through a book-entry account of a Participant acting on behalf of such holder.

(b) Notwithstanding the provisions of paragraphs (1) through (13), so long as the System Operator is the registered holder of the Series 24 Shares:

(i) the System Operator shall be considered the sole owner of the Series 24 Shares for the purposes of receiving notices or payments on or in respect of the Series 24 Shares or the delivery

of Series 23 Shares and certificates therefor upon the exercise of rights of conversion in each case for the benefit of the beneficial holders of Series 24 Shares; and

(ii) the Corporation, pursuant to the exercise of rights of redemption or conversion, shall deliver or cause to be delivered to the System Operator, for the benefit of the beneficial holders (or former holders) of the Series 24 Shares, the cash redemption price for the Series 24 Shares or certificates for Series 23 Shares against delivery to the Corporation's account with the System Operator of such holders' Series 24 Shares.

(c) If the Corporation determines that the System Operator is no longer willing or able to discharge properly its responsibilities with respect to the Book-Based System and the Corporation is unable to locate a qualified successor or the Corporation elects, or is required by applicable law, to withdraw the Series 24 Shares from the Book-Based System, then subparagraphs (a) and (b) of this paragraph (14) shall no longer be applicable to the Series 24 Shares and the Corporation shall notify Book-Entry Holders through the System Operator of the occurrence of any such event or election and of the availability of Definitive Shares to Book-Entry Holders. Upon surrender by the System Operator of the Global Certificate to the transfer agent and registrar for the Series 24 Shares accompanied by registration instructions for re-registration, the Corporation shall execute and deliver Definitive Shares. The Corporation shall not be liable for any delay in delivering such instructions and may conclusively act and rely on and shall be protected in acting and relying on such instructions. Upon the issuance of Definitive Shares, the Corporation shall recognize the registered holders of such Definitive Shares and the Book-Entry Shares for which such Definitive Shares have been substituted shall be void and of no further effect.

(d) The provisions of paragraphs (1) through (13) and the exercise of rights of redemption and conversion with respect to Series 24 Shares are subject to the provisions of this paragraph (14), and to the extent that there is any inconsistency or conflict between such provisions, the provisions of this paragraph (14) shall prevail.

(15) Wire or Electronic Transfer of Funds

Notwithstanding any other right, privilege, restriction or condition attaching to the Series 24 Shares, the Corporation may, at its option, make any payment due to registered holders of Series 24 Shares by way of a wire or electronic transfer of funds to such holders. If a payment is made by way of a wire or electronic transfer of funds, the Corporation shall be responsible for any applicable charges or fees relating to the making of such transfer. As soon as practicable following the determination by the Corporation that a payment is to be made by way of a wire or electronic transfer of funds, the Corporation shall provide a notice to the applicable registered holders of Series 24 Shares at their respective addresses appearing on the books of the Corporation. Such notice shall request that each applicable registered holder of Series 24 Shares provide the particulars of an account of such holder with a chartered bank in Canada to which the wire or electronic transfer of funds shall be directed. If the Corporation does not receive account particulars from a registered holder of Series 24 Shares prior to the date such payment is to be made, the Corporation shall deposit the funds otherwise payable to such holder into a special account or accounts in trust for such holder. The making of a payment by way of a wire or electronic transfer of funds or the deposit by the Corporation of funds otherwise payable to a holder into a special account or accounts in trust for such holder shall be deemed to constitute payment by the Corporation on the date thereof and shall satisfy and discharge all liabilities of the Corporation for such payment to the extent of the amount represented by such transfer or deposit.

(16) Amendments

The provisions attaching to the Series 24 Shares may be deleted, varied, modified, amended or amplified by articles of amendment with such approval as may then be required by the *Business Corporations Act* (Alberta), with any such approval to be given in accordance with paragraph (11) and with any required approvals of any stock exchanges on which the Series 24 Shares may be listed.

C. Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 25

The twenty-fifth series of Class A Preferred Shares of the Corporation shall consist of 10,000,000 shares designated as Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 25 (the "Series 25 Shares"). In addition to the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares as a class, the rights, privileges, restrictions and conditions attaching to the Series 25 Shares shall be as follows:

(1) Interpretation

(a) In these Series 25 Share provisions, the following expressions have the meanings indicated:

(i) "Annual Fixed Dividend Rate" means, for any Subsequent Fixed Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date and 3.51%, provided that, in any event, such rate shall not be less than 5.20%;

(ii) "Bloomberg Screen GCAN5YR Page" means the display designated as page "GCAN5YR<INDEX>" on the Bloomberg Financial L.P. service, its successor service, or a comparable source (or such other page as may replace the GCAN5YR<INDEX> page on that service, its successor service or a comparable source) for purposes of displaying Government of Canada bond yields;

(iii) "Book-Based System" means the record entry securities transfer and pledge system administered by the System Operator in accordance with the operating rules and procedures of the System Operator in force from time to time and any successor system thereof;

(iv) "Book-Entry Holder" means the person that is the beneficial holder of a Book-Entry Share;

(v) "Book-Entry Shares" means the Series 25 Shares held through the Book-Based System;

(vi) "Business Day" means a day on which chartered banks are generally open for business in both Calgary, Alberta and Toronto, Ontario;

(vii) "CDS" means CDS Clearing and Depository Services Inc. or any successor thereof;

(viii) "Class A Preferred Shares" means the class A preferred shares in the capital of the Corporation;

(ix) "Common Shares" means the common shares in the capital of the Corporation;

(x) "Definitive Share" means a fully registered, typewritten, printed, lithographed, engraved or otherwise produced share certificate representing one or more Series 25 Shares;

(xi) "Dividend Payment Date" means the 15th day of February, May, August and November in any year;

(xii) "Fixed Rate Calculation Date" means, for any Subsequent Fixed Rate Period, the 30th day prior to the first day of such Subsequent Fixed Rate Period;

(xiii) "Floating Quarterly Dividend Rate" means, for any Quarterly Floating Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date and 3.51%;

(xiv) "Floating Rate Calculation Date" means, for any Quarterly Floating Rate Period, the 30th day prior to the first day of such Quarterly Floating Rate Period;

(xv) "Global Certificate" means the global certificate representing outstanding Book-Entry Shares;

(xvi) "Government of Canada Yield" on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and that appears on the Bloomberg Screen GCAN5YR Page on such date; provided that if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, then the Government of Canada Yield shall mean the arithmetic average of the yields quoted to the Corporation by two registered Canadian investment dealers selected by the Corporation as being the annual yield to maturity on such date, compounded semi-annually, that a non-callable Government of Canada bond would carry if issued, in Canadian dollars in Canada, at 100% of its principal amount on such date with a term to maturity of five years;

(xvii) "Initial Fixed Rate Period" means the period from and including the date of issue of the Series 25 Shares to but excluding February 15, 2023;

(xviii) "Liquidation" means the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs;

(xix) "Participants" means the participants in the Book-Based System;

(xx) "Pro Rated Dividend" means the amount determined by multiplying the amount of the dividend payable for a Quarter in which a Liquidation, conversion or redemption is to occur by four and multiplying that product by a fraction, the numerator of which is the number of days from and including the Dividend Payment Date immediately preceding the date fixed for Liquidation, conversion or redemption to but excluding such date and the denominator of which is 365 or 366, depending upon the actual number of days in the applicable year;

(xxi) "Quarter" means a three-month period ending on a Dividend Payment Date;

(xxii) "Quarterly Commencement Date" means the 15th day of February, May, August and November in each year, commencing February 15, 2023;

(xxiii) "Quarterly Floating Rate Period" means the period from and including a Quarterly Commencement Date to but excluding the next succeeding Quarterly Commencement Date;

(xxiv) "Series 25 Conversion Date" means February 15, 2023, and February 15 in every fifth year thereafter;

(xxv) "Series 26 Shares" means the Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 26 in the capital of the Corporation;

(xxvi) "Subsequent Fixed Rate Period" means, for the initial Subsequent Fixed Rate Period, the period from and including February 15, 2023, to but excluding February 15, 2028, and for each succeeding Subsequent Fixed Rate Period means the period from and including the day

immediately following the last day of the immediately preceding Subsequent Fixed Rate Period to but excluding February 15 in the fifth year thereafter;

(xxvii) "System Operator" means CDS or its nominee or any successor thereof; and

(xxviii) "T-Bill Rate" means, for any Quarterly Floating Rate Period, the average yield expressed as an annual rate on 90 day Government of Canada treasury bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

(b) The expressions "on a parity with", "ranking prior to", "ranking junior to" and similar expressions refer to the order of priority in the payment of dividends or in the distribution of assets in the event of any Liquidation.

(c) If any day on which any dividend on the Series 25 Shares is payable by the Corporation or on or by which any other action is required to be taken by the Corporation is not a Business Day, then such dividend shall be payable and such other action may be taken on or by the next succeeding day that is a Business Day.

(2) Dividends

(a) During the Initial Fixed Rate Period, the holders of the Series 25 Shares shall be entitled to receive and the Corporation shall pay, as and when declared by the board of directors of the Corporation, out of the moneys of the Corporation properly applicable to the payment of dividends, fixed, cumulative, preferential cash dividends at an annual rate of \$1.3000 per Series 25 Share, payable quarterly on each Dividend Payment Date in each year, other than February 15, 2020. The first dividend, if declared, shall be payable on February 15, 2020 and shall be in an amount of \$0.3250 per Series 25 Share.

(b) During each Subsequent Fixed Rate Period, the holders of the Series 25 Shares shall be entitled to receive and the Corporation shall pay, as and when declared by the board of directors of the Corporation, out of the moneys of the Corporation properly applicable to the payment of dividends, fixed, cumulative, preferential cash dividends, payable quarterly on each Dividend Payment Date, in the amount per share determined by multiplying one-quarter of the Annual Fixed Dividend Rate for such Subsequent Fixed Rate Period by \$25.00.

(c) On each Fixed Rate Calculation Date, the Corporation shall determine the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period. Each such determination shall, in the absence of manifest error, be final and binding upon the Corporation and upon all holders of Series 25 Shares. The Corporation shall, on each Fixed Rate Calculation Date, give written notice of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period to the registered holders of the then outstanding Series 25 Shares. Each such notice shall be given by electronic transmission, by facsimile transmission or by ordinary unregistered first class prepaid mail addressed to each holder of Series 25 Shares at the last address of such holder as it appears on the books of the Corporation or, in the event of the address of any holder not so appearing, to the address of such holder last known to the Corporation.

(d) If a dividend has been declared for a Quarter and a date is fixed for a Liquidation, redemption or conversion that is prior to the Dividend Payment Date for such Quarter, a Pro Rated Dividend shall be payable on the date fixed for such Liquidation, redemption or conversion instead of the dividend declared, but if such Liquidation, redemption or conversion does not occur, then the full amount of the dividend declared shall be payable on the originally scheduled Dividend Payment Date.

(e) If the dividend payable on any Dividend Payment Date is not paid in full on such date on all of the Series 25 Shares then outstanding, such dividend or the unpaid part of it shall be paid on a subsequent date or dates to be determined by the board of directors of the Corporation on which the

Corporation shall have sufficient moneys properly applicable, under the provisions of any applicable law and under the provisions of any trust indenture securing bonds, debentures or other securities of the Corporation, to the payment of the dividend.

(f) Cheques of the Corporation payable in lawful money of Canada at par at any branch of the Corporation's bankers in Canada may be issued in respect of the dividends (less any tax required to be deducted) and payment of the cheques shall satisfy such dividends, or payments in respect of dividends may be made in any other manner determined by the Corporation.

(g) The holders of the Series 25 Shares shall not be entitled to any dividend other than as specified in this paragraph (2).

(3) Purchase for Cancellation

Subject to the provisions of paragraphs (5) and (8) and subject to such provisions of the *Business Corporations Act (Alberta)* as may be applicable, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Series 25 Shares outstanding from time to time:

- (a) through the facilities of any stock exchange on which the Series 25 Shares are listed,
- (b) by invitation for tenders addressed to all the holders of record of the Series 25 Shares outstanding, or
- (c) in any other manner,

at the lowest price or prices at which, in the opinion of the board of directors of the Corporation, such shares are obtainable. If upon any invitation for tenders under the provisions of this paragraph (3), more Series 25 Shares are tendered at a price or prices acceptable to the Corporation than the Corporation is willing to purchase, the Corporation shall accept, to the extent required, the tenders submitted at the lowest price and then, if and as required, the tenders submitted at the next progressively higher prices, and if more shares are tendered at any such price than the Corporation is prepared to purchase, then the shares tendered at such price shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Series 25 Shares so tendered by each of the holders of Series 25 Shares who submit tenders at that price. From and after the date of purchase of any Series 25 Shares under the provisions of this paragraph (3), the shares so purchased shall be restored to the status of authorized but unissued shares.

(4) Redemption

(a) The Series 25 Shares shall not be redeemable prior to February 15, 2023. Subject to the provisions of paragraph (8), on February 15, 2023, and on February 15 in every fifth year thereafter, the Corporation, upon giving notice as herein provided, may redeem all or any part of the Series 25 Shares by the payment of an amount in cash for each Series 25 Share to be redeemed equal to \$25.00 per Series 25 Share (such amount being the "redemption amount") plus all accrued and unpaid dividends thereon which for such purpose shall be calculated on a pro rata basis for the period from and including the last Dividend Payment Date on which dividends on the Series 25 Shares have been paid to but excluding the date fixed for redemption (the whole constituting the "cash redemption price"). For the purposes of subsection 191(4) of the *Income Tax Act (Canada)* or any successor or replacement provision of similar effect, the amount specified in respect of each Series 25 Share is \$25.00.

(b) In any case of redemption of Series 25 Shares under the provisions of this paragraph (4), the Corporation shall, at least 30 days and not more than 60 days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of Series 25 Shares to be redeemed a written notice of the intention of the Corporation to redeem such Series 25 Shares. Such notice shall be mailed in a prepaid letter addressed to each such holder at the holder's address as it

appears on the books of the Corporation or, in the event of the address of any such holder not so appearing, to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the cash redemption price and the date on which redemption is to take place and, if part only of the Series 25 Shares held by the person to whom it is addressed is to be redeemed, the number so to be redeemed. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Series 25 Shares to be redeemed the cash redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates for the Series 25 Shares called for redemption, subject to the provisions of paragraph (13). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. Such Series 25 Shares shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares. If a part only of the shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Series 25 Shares called for redemption shall cease to be entitled to dividends and the holders shall not be entitled to exercise any of the rights of holders in respect thereof unless payment of the cash redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right, at any time after the mailing of notice of its intention to redeem any Series 25 Shares, to deposit the cash redemption price of the shares so called for redemption, or of such of the shares represented by certificates that have not at the date of such deposit been surrendered by the holders in connection with such redemption, to a special account in any chartered bank or any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of such Series 25 Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Series 25 Shares in respect of which such deposit shall have been made shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares and the rights of the holders after such deposit or such redemption date shall be limited to receiving without interest their proportionate part of the total cash redemption price so deposited against presentation and surrender of the certificates representing the Series 25 Shares held by them that are being so redeemed. Any interest allowed on any such deposit shall belong to the Corporation and any unclaimed funds remaining on deposit on the sixth anniversary date of the redemption shall be returned to the Corporation. Subject to such provisions of the *Business Corporations Act (Alberta)* as may be applicable, in case a part only of the then outstanding Series 25 Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the board of directors of the Corporation or the transfer agent and registrar, if any, appointed by the Corporation in respect of such shares shall decide, or, if the board of directors of the Corporation so decides, such shares may be redeemed pro rata (disregarding fractions).

(5) Conversion into Series 26 Shares

(a) The Series 25 Shares shall not be convertible prior to February 15, 2023. Thereafter, holders of Series 25 Shares shall have the right to elect to convert on each Series 25 Conversion Date, subject to the provisions hereof, all or any of their Series 25 Shares into Series 26 Shares on the basis of one Series 26 Share for each Series 25 Share. The Corporation shall, not more than 60 days and not less than 30 days prior to the applicable Series 25 Conversion Date, give notice in writing in accordance with the provisions of subparagraph (2)(c) to the then registered holders of the Series 25 Shares of the conversion right provided for in this paragraph (5), which notice shall set out the Series 25 Conversion Date and instructions to such holders as to the method by which such conversion right may be exercised. On the 30th day prior to each Series 25 Conversion Date, the Corporation shall give notice in writing to the then registered holders of the Series 25 Shares of the Annual Fixed Dividend Rate for the Series 25 Shares for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate for the Series 26 Shares for the next succeeding Quarterly Floating Rate Period. Such notice shall be delivered in accordance with the provisions of subparagraph (2)(c).

(b) If the Corporation gives notice as provided in paragraph (4) to the holders of the Series 25 Shares of the redemption of all of the Series 25 Shares, then the right of a holder of Series 25 Shares to convert such Series 25 Shares shall terminate effective on the date of such notice and the Corporation shall not be required to give the notice specified in subparagraph (a) of this paragraph (5).

(c) Holders of Series 25 Shares shall not be entitled to convert their shares into Series 26 Shares if the Corporation determines that there would remain outstanding on a Series 25 Conversion Date less than 1,000,000 Series 26 Shares, after having taken into account all Series 25 Shares tendered for conversion into Series 26 Shares and all Series 26 Shares tendered for conversion into Series 25 Shares, and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(c) to all affected registered holders of the Series 25 Shares at least seven days prior to the applicable Series 25 Conversion Date and shall issue and deliver, or cause to be delivered, prior to such Series 25 Conversion Date, at the expense of the Corporation, to such holders of Series 25 Shares who have surrendered for conversion any certificate or certificates representing Series 25 Shares, certificates representing the Series 25 Shares represented by any certificate or certificates so surrendered.

(d) If the Corporation determines that there would remain outstanding on a Series 25 Conversion Date less than 1,000,000 Series 25 Shares, after having taken into account all Series 25 Shares tendered for conversion into Series 26 Shares and all Series 26 Shares tendered for conversion into Series 25 Shares, then all of the remaining outstanding Series 25 Shares shall be converted automatically into Series 26 Shares on the basis of one Series 26 Share for each Series 25 Share on the applicable Series 25 Conversion Date and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(c) to the then registered holders of such remaining Series 25 Shares at least seven days prior to the Series 25 Conversion Date.

(e) The conversion right may be exercised by a holder of Series 25 Shares by notice in writing, in a form satisfactory to the Corporation (the "Series 25 Conversion Notice"), which notice must be received by the transfer agent and registrar for the Series 25 Shares at the principal office in Toronto or Calgary of such transfer agent and registrar not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 25 Conversion Date. The Series 25 Conversion Notice shall indicate the number of Series 25 Shares to be converted. Once received by the transfer agent and registrar on behalf of the Corporation, the election of a holder to convert is irrevocable. Except in the case where the Series 26 Shares are in the Book-Based System, if the Series 26 Shares are to be registered in a name or names different from the name or names of the registered holder of the Series 25 Shares to be converted, the Series 25 Conversion Notice shall contain written notice in form and execution satisfactory to such transfer agent and registrar directing the Corporation to register the Series 26 Shares in some other name or names (the "Series 26 Transferee") and stating the name or names (with addresses) and a written declaration, if required by the Corporation or by applicable law, as to the residence and share ownership status of the Series 26 Transferee and such other matters as may be required by such law in order to determine the entitlement of such Series 26 Transferee to hold such Series 26 Shares.

(f) If all remaining outstanding Series 25 Shares are to be converted into Series 26 Shares on the applicable Series 25 Conversion Date as provided for in subparagraph (d) of this paragraph (5), the Series 25 Shares that holders have not previously elected to convert shall be converted on the Series 25 Conversion Date into Series 26 Shares and the holders thereof shall be deemed to be holders of Series 26 Shares at 5:00 p.m. (Toronto time) on the Series 25 Conversion Date and shall be entitled, upon surrender during regular business hours at the principal office in Toronto or Calgary of the transfer agent and registrar of the Corporation of the certificate or certificates representing Series 25 Shares not previously surrendered for conversion, to receive a certificate or certificates representing the same number of Series 26 Shares in the manner and subject to the provisions of this paragraph (5) and paragraph (13).

(g) Subject to subparagraph (h) of this paragraph (5) and paragraph (13), as promptly as practicable after the Series 25 Conversion Date, the Corporation shall deliver or cause to be delivered

certificates representing the Series 26 Shares registered in the name of the holders of the Series 25 Shares to be converted, or as such holders shall have directed, on presentation and surrender at the principal office in Toronto or Calgary of the transfer agent and registrar for the Series 25 Shares of the certificate or certificates for the Series 25 Shares to be converted. If only a part of such Series 25 Shares represented by any certificate shall be converted, a new certificate for the balance shall be issued at the expense of the Corporation. From and after 5:00 p.m. (Toronto time) on the applicable Series 25 Conversion Date, the Series 25 Shares converted into Series 26 Shares shall cease to be outstanding and shall be restored to the status of authorized but unissued shares, and the holders thereof shall cease to be entitled to dividends (other than any accrued but unpaid dividends then outstanding on the Series 25 Shares) and shall not be entitled to exercise any of the rights of holders in respect thereof unless the Corporation shall fail, subject to paragraph (13), to deliver to the holders of the Series 25 Shares to be converted share certificates representing the Series 26 Shares into which such shares have been converted.

(h) The obligation of the Corporation to issue Series 26 Shares upon conversion of any Series 25 Shares shall be deferred for a period not to exceed 60 days during the continuance of any one or more of the following events:

(i) the issuing of such Series 26 Shares is prohibited pursuant to any agreement or arrangement entered into by the Corporation to assure its solvency or continued operation;

(ii) the issuing of such Series 26 Shares is prohibited by law or by any regulatory or other authority having jurisdiction over the Corporation that is acting in conformity with law; or

(iii) for any reason beyond its control, the Corporation is unable to issue Series 26 Shares or is unable to deliver Series 26 Shares.

If, at the end of such 60 day period or sooner, the Corporation is able to issue the Series 26 Shares, it shall do so forthwith with effect from the original Series 25 Conversion Date, but if it is not able to do so at any point during such 60 day period, then, on the first Business Day following its expiry, all Series 25 Shares tendered for conversion shall be deemed to have not been converted, all Series 25 Conversion Notices tendered in connection with such conversion shall be deemed revoked and of no further force or effect and any certificates representing Series 25 Shares tendered for conversion shall be returned to the holders thereof.

(i) The Corporation reserves the right not to deliver Series 26 Shares to any person that the Corporation or its transfer agent and registrar has reason to believe is a person whose address is in, or that the Corporation or its transfer agent and registrar has reason to believe is a resident of, any jurisdiction outside Canada if such delivery would require the Corporation to take any action to comply with the securities laws of such jurisdiction. In those circumstances, the Corporation shall hold, as agent of any such person, all or the relevant number of Series 26 Shares, and the Corporation shall attempt to sell such Series 26 Shares to parties other than the Corporation and its affiliates on behalf of any such person. Such sales (if any) shall be made at such times and at such prices as the Corporation, in its sole discretion, may determine. The Corporation shall not be subject to any liability for failure to sell Series 26 Shares on behalf of any such person at all or at any particular price or on any particular day. The proceeds received by the Corporation from the sale of any such Series 26 Shares shall be delivered to any such person, after deducting the costs of sale, by cheque or in any other manner determined by the Corporation.

(6) Liquidation, Dissolution or Winding-up

In the event of a Liquidation, the holders of the Series 25 Shares shall be entitled to receive \$25.00 per Series 25 Share plus all accrued and unpaid dividends thereon, which for such purpose shall be calculated on a pro rata basis for the period from and including the last Dividend Payment Date on which dividends on the Series 25 Shares have been paid to but excluding the date of such Liquidation, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders

of the Common Shares or to the holders of any other shares ranking junior to the Series 25 Shares in any respect. After payment to the holders of the Series 25 Shares of the amount so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Corporation.

(7) Voting Rights

The holders of Series 25 Shares shall not be entitled (except as otherwise provided by law and except for meetings of the holders of Class A Preferred Shares as a class and meetings of the holders of Series 25 Shares as a series) to receive notice of, attend at, or vote at any meeting of shareholders of the Corporation unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series 25 Shares, whether or not consecutive and whether or not such dividends have been declared and whether or not there are any moneys of the Corporation properly applicable to the payment of such dividends. In the event of such non-payment, the holders of Series 25 Shares shall have the right to receive notice of and to attend each meeting of shareholders of the Corporation at which directors are to be elected and which take place more than 60 days after the date on which the failure first occurs (other than separate meetings of holders of another class or series of shares), and such holders of Series 25 Shares present in person or represented by proxy at such meeting shall have the right, at any poll taken or in respect of any other voting method at any such meeting, voting together with the holders of the Common Shares and all other shares entitled to vote together with the Common Shares on such election of directors, to one vote with respect to resolutions to elect directors being voted on for each Series 25 Share held until all such arrears of dividends have been paid, whereupon such rights shall cease unless and until the same default shall again arise under the provisions of this paragraph (7).

(8) Restrictions on Payment of Dividends and Reduction of Junior Capital

So long as any of the Series 25 Shares are outstanding, the Corporation shall not:

- (a) call for redemption, purchase, reduce or otherwise pay off less than all the Series 25 Shares and all other preferred shares then outstanding ranking prior to or on parity with the Series 25 Shares with respect to payment of dividends;
- (b) declare, pay or set apart for payment, any dividends (other than stock dividends in shares of the Corporation ranking junior to the Series 25 Shares) on the Common Shares or any other shares of the Corporation ranking junior to the Series 25 Shares with respect to payment of dividends; or
- (c) call for redemption, purchase, reduce or otherwise pay for any shares of the Corporation ranking junior to the Series 25 Shares with respect to repayment of capital or with respect to payment of dividends;

unless all dividends up to and including the dividends payable on the last preceding dividend payment dates on the Series 25 Shares and on all other preferred shares ranking prior to or on a parity with the Series 25 Shares with respect to payment of dividends then outstanding shall have been declared and paid or set apart for payment at the date of any such action referred to in subparagraphs (8)(a), (b) and (c).

(9) Creation or Issue of Additional Shares

So long as any Series 25 Shares are outstanding, the Corporation shall not, without the prior approval of the holders of the Series 25 Shares, create or issue any shares ranking prior to or on a parity with the Series 25 Shares with respect to repayment of capital or payment of dividends; provided, however, that the Corporation may without such approval create and/or issue additional series of Class A Preferred Shares on a parity with the Series 25 Shares with respect to repayment of capital or payment of dividends: (i) in connection with the issuance of Class A Preferred Shares on the due conversion of any then outstanding Class A Preferred Shares in accordance with the provisions hereof; (ii) if all dividends

then payable on the Series 25 Shares shall have been paid or set apart for payment; or (iii) in the event of the insolvency or bankruptcy of the Corporation (which shall include, for certainty, (a) the initiation of any proceedings, (b) the appointment of a receiver, interim receiver, trustee or other similar official or (c) assignments for the benefit of the Corporation's creditors, in each case related to the bankruptcy or insolvency of the Corporation), for the purposes of satisfying interest payments on outstanding indebtedness or debt securities of the Corporation, repaying indebtedness or outstanding debt securities of the Corporation and/or converting or exchanging indebtedness or outstanding debt securities of the Corporation into such series of Class A Preferred Shares.

(10) **Sanction by Holders of Series 25 Shares**

The approval of the holders of the Series 25 Shares when voting separately as a series with respect to any and all matters referred to in these share provisions may be given in writing by all of the holders of the Series 25 Shares outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Series 25 Shares duly called and held for the purpose of considering the subject matter of such resolution and at which a quorum of holders of Series 25 Shares then outstanding is present in person or represented by proxy in accordance with the by-laws of the Corporation; provided, however, that if at any such meeting, when originally held, a quorum of holders of Series 25 Shares then outstanding is not present in person or so represented by proxy at the opening of the meeting, then the meeting shall be adjourned to such date and to such time and place as may be fixed by the holders of Series 25 Shares present or represented at the meeting in accordance with the by-laws of the Corporation, and at such adjourned meeting if a quorum of the holders of Series 25 Shares is present in person or represented by proxy in accordance with the by-laws of the Corporation, a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of Series 25 Shares. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct of it shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at any such original meeting or adjourned meeting, each holder of Series 25 Shares present in person or represented by proxy shall be entitled to one vote for each of the Series 25 Shares held by such holder.

(11) **Tax Election**

The Corporation shall elect, in the manner and within the time provided under subsection 191.2(1) of the *Income Tax Act* (Canada) or any successor or replacement provision of similar effect, to pay tax at a rate, and shall take all other action necessary under such Act, such that no holder of Series 25 Shares shall be required to pay tax on dividends received (or deemed to be received) on the Series 25 Shares under section 187.2 of such Act or any successor or replacement provision of similar effect.

(12) **Withholding Tax**

Notwithstanding any other provision of these share provisions, the Corporation may deduct or withhold from any payment, distribution, issuance or delivery (whether in cash or in shares) to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and shall remit any such amounts to the relevant tax authority as required. If the cash component of any payment, distribution, issuance or delivery to be made pursuant to these share provisions is less than the amount that the Corporation is so required or permitted to deduct or withhold, the Corporation shall be permitted to deduct and withhold from any non-cash payment, distribution, issuance or delivery to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and to dispose of such property in order to remit any amount required to be remitted to any relevant tax authority. Notwithstanding the foregoing, the amount of any payment, distribution, issuance or delivery made to a holder of Series 25 Shares pursuant to these share provisions shall be considered to be the amount of the payment, distribution, issuance or delivery received by such holder plus any amount deducted or withheld pursuant to this paragraph (12). Holders of Series 25 Shares shall be responsible for all withholding taxes under Part XIII of the *Income Tax Act* (Canada) in respect of any

payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions and shall indemnify and hold harmless the Corporation on an after-tax basis for any such taxes imposed on any payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions.

(13) Book-Based System

(a) Subject to the provisions of subparagraphs (b) and (c) of this paragraph (13) and notwithstanding the provisions of paragraphs (1) through (12) of these share provisions, the Series 25 Shares shall be evidenced by a single fully registered Global Certificate representing the aggregate number of Series 25 Shares issued by the Corporation which shall be held by, or on behalf of, the System Operator as custodian of the Global Certificate for the Participants and registered in the name of "CDS & Co." (or in such other name as the System Operator may use from time to time as its nominee for purposes of the Book-Based System), and registrations of ownership, transfers, surrenders and conversions of Series 25 Shares shall be made only through the Book-Based System. Accordingly, subject to subparagraph (c) of this paragraph (13), no beneficial holder of Series 25 Shares shall receive a certificate or other instrument from the Corporation or the System Operator evidencing such holder's ownership thereof, and no such holder shall be shown on the records maintained by the System Operator except through a book-entry account of a Participant acting on behalf of such holder.

(b) Notwithstanding the provisions of paragraphs (1) through (12), so long as the System Operator is the registered holder of the Series 25 Shares:

(i) the System Operator shall be considered the sole owner of the Series 25 Shares for the purposes of receiving notices or payments on or in respect of the Series 25 Shares or the delivery of Series 26 Shares and certificates therefor upon the exercise of rights of conversion in each case, for the benefit of the beneficial holders of Series 25 Shares; and

(ii) the Corporation, pursuant to the exercise of rights of redemption or conversion, shall deliver or cause to be delivered to the System Operator, for the benefit of the beneficial holders (or former holders) of the Series 25 Shares, the cash redemption price for the Series 25 Shares or certificates for Series 26 Shares against delivery to the Corporation's account with the System Operator of such holders' Series 25 Shares.

(c) If the Corporation determines that the System Operator is no longer willing or able to discharge properly its responsibilities with respect to the Book-Based System and the Corporation is unable to locate a qualified successor or the Corporation elects, or is required by applicable law, to withdraw the Series 25 Shares from the Book-Based System, then subparagraphs (a) and (b) of this paragraph (13) shall no longer be applicable to the Series 25 Shares and the Corporation shall notify Book-Entry Holders through the System Operator of the occurrence of any such event or election and of the availability of Definitive Shares to Book-Entry Holders. Upon surrender by the System Operator of the Global Certificate to the transfer agent and registrar for the Series 25 Shares accompanied by registration instructions for re-registration, the Corporation shall execute and deliver Definitive Shares. The Corporation shall not be liable for any delay in delivering such instructions and may conclusively act and rely on and shall be protected in acting and relying on such instructions. Upon the issuance of Definitive Shares, the Corporation shall recognize the registered holders of such Definitive Shares and the Book-Entry Shares for which such Definitive Shares have been substituted shall be void and of no further effect.

(d) The provisions of paragraphs (1) through (12) and the exercise of rights of redemption and conversion, with respect to Series 25 Shares are subject to the provisions of this paragraph (13), and to the extent that there is any inconsistency or conflict between such provisions, the provisions of this paragraph (13) shall prevail.

(14) Wire or Electronic Transfer of Funds

Notwithstanding any other right, privilege, restriction or condition attaching to the Series 25 Shares, the Corporation may, at its option, make any payment due to registered holders of Series 25 Shares by way of a wire or electronic transfer of funds to such holders. If a payment is made by way of a wire or electronic transfer of funds, the Corporation shall be responsible for any applicable charges or fees relating to the making of such transfer. As soon as practicable following the determination by the Corporation that a payment is to be made by way of a wire or electronic transfer of funds, the Corporation shall provide a notice to the applicable registered holders of Series 25 Shares at their respective addresses appearing on the books of the Corporation. Such notice shall request that each applicable registered holder of Series 25 Shares provide the particulars of an account of such holder with a chartered bank in Canada to which the wire or electronic transfer of funds shall be directed. If the Corporation does not receive account particulars from a registered holder of Series 25 Shares prior to the date such payment is to be made, the Corporation shall deposit the funds otherwise payable to such holder into a special account or accounts in trust for such holder. The making of a payment by way of a wire or electronic transfer of funds or the deposit by the Corporation of funds otherwise payable to a holder into a special account or accounts in trust for such holder shall be deemed to constitute payment by the Corporation on the date thereof and shall satisfy and discharge all liabilities of the Corporation for such payment to the extent of the amount represented by such transfer or deposit.

(15) Amendments

The provisions attaching to the Series 25 Shares may be deleted, varied, modified, amended or amplified by articles of amendment with such approval as may then be required by the *Business Corporations Act* (Alberta), with any such approval to be given in accordance with paragraph (10) and with any required approvals of any stock exchanges on which the Series 25 Shares may be listed.

D. Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 26

The twenty-sixth series of Class A Preferred Shares of the Corporation shall consist of 10,000,000 shares designated as Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 26 (the "Series 26 Shares"). In addition to the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares as a class, the rights, privileges, restrictions and conditions attaching to the Series 26 Shares shall be as follows:

(1) Interpretation

(a) In these Series 26 Share provisions, the following expressions have the meanings indicated:

(i) "Annual Fixed Dividend Rate" means, for any Subsequent Fixed Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date and 3.51%, provided that, in any event, such rate shall not be less than 5.20%;

(ii) "Bloomberg Screen GCAN5YR Page" means the display designated as page "GCAN5YR<INDEX>" on the Bloomberg Financial L.P. service, its successor service or a comparable source (or such other page as may replace the GCAN5YR<INDEX> page on that service, its successor service or a comparable source) for purposes of displaying Government of Canada bond yields;

(iii) "Book-Based System" means the record entry securities transfer and pledge system administered by the System Operator in accordance with the operating rules and procedures of the System Operator in force from time to time and any successor system thereof;

(iv) "Book-Entry Holder" means the person that is the beneficial holder of a Book-Entry Share;

(v) "Book-Entry Shares" means the Series 26 Shares held through the Book-Based System;

(vi) "Business Day" means a day on which chartered banks are generally open for business in both Calgary, Alberta and Toronto, Ontario;

(vii) "CDS" means CDS Clearing and Depository Services Inc. or any successor thereof;

(viii) "Class A Preferred Shares" means the class A preferred shares in the capital of the Corporation;

(ix) "Common Shares" means the common shares in the capital of the Corporation;

(x) "Definitive Share" means a fully registered, typewritten, printed, lithographed, engraved or otherwise produced share certificate representing one or more Series 26 Shares;

(xi) "Dividend Payment Date" means the 15th day of February, May, August and November in any year;

(xii) "Fixed Rate Calculation Date" means, for any Subsequent Fixed Rate Period, the 30th day prior to the first day of such Subsequent Fixed Rate Period;

(xiii) "Floating Quarterly Dividend Rate" means, for any Quarterly Floating Rate Period, the annual rate of interest (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date and 3.51%;

(xiv) "Floating Rate Calculation Date" means, for any Quarterly Floating Rate Period, the 30th day prior to the first day of such Quarterly Floating Rate Period;

(xv) "Global Certificate" means the global certificate representing outstanding Book-Entry Shares;

(xvi) "Government of Canada Yield" on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and that appears on the Bloomberg Screen GCAN5YR Page on such date; provided that if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, then the Government of Canada Yield shall mean the arithmetic average of the yields quoted to the Corporation by two registered Canadian investment dealers selected by the Corporation as being the annual yield to maturity on such date, compounded semi-annually, that a non-callable Government of Canada bond would carry if issued, in Canadian dollars in Canada, at 100% of its principal amount on such date with a term to maturity of five years;

(xvii) "Liquidation" means the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs;

(xviii) "Participants" means the participants in the Book-Based System;

(xix) "Pro Rated Dividend" means the amount determined by multiplying the amount of the dividend payable for a Quarter in which a Liquidation, conversion or redemption is to occur by four and multiplying that product by a fraction, the numerator of which is the number of days from and including the Dividend Payment Date immediately preceding the date fixed for Liquidation, conversion or redemption to but excluding such date and the denominator of which is 365 or 366, depending upon the actual number of days in the applicable year;

(xx) "Quarter" means a three-month period ending on a Dividend Payment Date;

(xxi) "Quarterly Commencement Date" means the 15th day of February, May, August and November in each year, commencing February 15, 2023;

(xxii) "Quarterly Floating Rate Period" means the period from and including a Quarterly Commencement Date to but excluding the next succeeding Quarterly Commencement Date;

(xxiii) "Series 25 Shares" means the Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 25 in the capital of the Corporation;

(xxiv) "Series 26 Conversion Date" means February 15, 2028, and February 15 in every fifth year thereafter;

(xxv) "Subsequent Fixed Rate Period" means, for the initial Subsequent Fixed Rate Period, the period from and including February 15, 2023, to but excluding February 15, 2028, and for each succeeding Subsequent Fixed Rate Period means the period from and including the day immediately following the last day of the immediately preceding Subsequent Fixed Rate Period to but excluding February 15 in the fifth year thereafter;

(xxvi) "System Operator" means CDS or its nominee or any successor thereof; and

(xxvii) "T-Bill Rate" means, for any Quarterly Floating Rate Period, the average yield expressed as an annual rate on 90 day Government of Canada treasury bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

(b) The expressions "on a parity with", "ranking prior to", "ranking junior to" and similar expressions refer to the order of priority in the payment of dividends or in the distribution of assets in the event of any Liquidation.

(c) If any day on which any dividend on the Series 26 Shares is payable by the Corporation or on or by which any other action is required to be taken by the Corporation is not a Business Day, then such dividend shall be payable and such other action may be taken on or by the next succeeding day that is a Business Day.

(2) Dividends

(a) During each Quarterly Floating Rate Period, the holders of the Series 26 Shares shall be entitled to receive and the Corporation shall pay, as and when declared by the board of directors of the Corporation, out of the moneys of the Corporation properly applicable to the payment of dividends, cumulative preferential cash dividends, payable on each Dividend Payment Date, in the amount per share determined by multiplying the Floating Quarterly Dividend Rate for such Quarterly Floating Rate Period by \$25.00 and multiplying that product by a fraction, the numerator of which is the actual number of days in such Quarterly Floating Rate Period and the denominator of which is 365 or 366, depending on the actual number of days in the applicable year.

(b) On each Floating Rate Calculation Date, the Corporation shall determine the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period. Each such determination shall, in the absence of manifest error, be final and binding upon the Corporation and upon all holders of Series 26 Shares. The Corporation shall, on each Floating Rate Calculation Date, give written notice of the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period to the registered holders of the then outstanding Series 26 Shares. Each such notice shall be given by electronic transmission, by facsimile transmission or by ordinary unregistered first class prepaid mail addressed to each holder of Series 26 Shares at the last address of such holder as it appears on the books of the Corporation or, in the event of the address of any holder not so appearing, to the address of such holder last known to the Corporation.

(c) If a dividend has been declared for a Quarter and a date is fixed for a Liquidation, redemption or conversion that is prior to the Dividend Payment Date for such Quarter, a Pro Rated Dividend shall be payable on the date fixed for such Liquidation, redemption or conversion instead of the dividend declared, but if such Liquidation, redemption or conversion does not occur, then the full amount of the dividend declared shall be payable on the originally scheduled Dividend Payment Date.

(d) If the dividend payable on any Dividend Payment Date is not paid in full on such date on all of the Series 26 Shares then outstanding, such dividend or the unpaid part of it, shall be paid on a subsequent date or dates to be determined by the board of directors of the Corporation on which the Corporation shall have sufficient moneys properly applicable, under the provisions of any applicable law and under the provisions of any trust indenture securing bonds, debentures or other securities of the Corporation, to the payment of the dividend.

(e) Cheques of the Corporation payable in lawful money of Canada at par at any branch of the Corporation's bankers in Canada may be issued in respect of the dividends (less any tax required to be deducted) and payment of the cheques shall satisfy such dividends, or payments in respect of dividends may be made in any other manner determined by the Corporation.

(f) The holders of the Series 26 Shares shall not be entitled to any dividend other than as specified in this paragraph (2).

(3) Purchase for Cancellation

Subject to the provisions of paragraphs (5) and (8) and subject to such provisions of the *Business Corporations Act (Alberta)* as may be applicable, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Series 26 Shares outstanding from time to time:

- (a) through the facilities of any stock exchange on which the Series 26 Shares are listed,
- (b) by invitation for tenders addressed to all the holders of record of the Series 26 Shares outstanding, or
- (c) in any other manner,

at the lowest price or prices at which, in the opinion of the board of directors of the Corporation, such shares are obtainable. If upon any invitation for tenders under the provisions of this paragraph (3), more Series 26 Shares are tendered at a price or prices acceptable to the Corporation than the Corporation is willing to purchase, the Corporation shall accept, to the extent required, the tenders submitted at the lowest price and then, if and as required, the tenders submitted at the next progressively higher prices, and if more shares are tendered at any such price than the Corporation is prepared to purchase, then the shares tendered at such price shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of Series 26 Shares so tendered by each of the holders of Series 26 Shares who submit tenders at that price. From and after the date of purchase of any Series 26 Shares under the

provisions of this paragraph (3), the shares so purchased shall be restored to the status of authorized but unissued shares.

(4) **Redemption**

(a) Subject to the provisions of paragraph (8), the Corporation, upon giving notice as herein provided, may redeem all or any part of the Series 26 Shares by the payment of an amount in cash for each Series 26 Share to be redeemed equal to:

(i) \$25.00 in the case of a redemption on a Series 26 Conversion Date on or after February 15, 2028, or

(ii) \$25.50 in the case of redemption on any other date after February 15, 2023 that is not a Series 26 Conversion Date, (such amount being the "redemption amount") plus all accrued and unpaid dividends thereon, which for such purpose shall be calculated on a pro rata basis for the period from and including the last Dividend Payment Date on which dividends on the Series 26 Shares have been paid to but excluding the date fixed for redemption (the whole constituting the "cash redemption price"). For the purposes of subsection 191(4) of the *Income Tax Act (Canada)* or any successor or replacement provision of similar effect, the amount specified in respect of each Series 26 Share is \$25.00.

(b) In any case of redemption of Series 26 Shares under the provisions of this paragraph (4), the Corporation shall, at least 30 days and not more than 60 days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of Series 26 Shares to be redeemed a written notice of the intention of the Corporation to redeem such Series 26 Shares. Such notice shall be mailed in a prepaid letter addressed to each such holder at the holder's address as it appears on the books of the Corporation or, in the event of the address of any such holder not so appearing, to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the cash redemption price and the date on which redemption is to take place and, if part only of the Series 26 Shares held by the person to whom it is addressed is to be redeemed, the number so to be redeemed. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Series 26 Shares to be redeemed, the cash redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates for the Series 26 Shares called for redemption, subject to the provisions of paragraph (13). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. Such Series 26 Shares shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares. If a part only of the shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Series 26 Shares called for redemption shall cease to be entitled to dividends and the holders shall not be entitled to exercise any of the rights of holders in respect thereof unless payment of the cash redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right, at any time after the mailing of notice of its intention to redeem any Series 26 Shares, to deposit the cash redemption price of the shares so called for redemption, or of such of the shares represented by certificates that have not at the date of such deposit been surrendered by the holders in connection with such redemption, to a special account in any chartered bank or any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of such Series 26 Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Series 26 Shares in respect of which such deposit shall have been made shall then be and be deemed to be redeemed and shall be restored to the status of authorized but unissued shares and the rights of the holders after such deposit or such redemption date shall be limited to receiving without interest their proportionate part of the total cash redemption price so deposited against presentation and surrender of the certificates representing the Series 26 Shares held

by them that are being so redeemed. Any interest allowed on any such deposit shall belong to the Corporation and any unclaimed funds remaining on deposit on the sixth anniversary date of the redemption shall be returned to the Corporation. Subject to such provisions of the *Business Corporations Act* (Alberta) as may be applicable, in case a part only of the then outstanding Series 26 Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the board of directors of the Corporation or the transfer agent and registrar, if any, appointed by the Corporation in respect of such shares, shall decide, or, if the board of directors of the Corporation so decides, such shares may be redeemed pro rata (disregarding fractions).

(5) Conversion into Series 25 Shares

(a) The Series 26 Shares shall not be convertible prior to February 15, 2028. Thereafter, holders of Series 26 Shares shall have the right to elect to convert on each Series 26 Conversion Date, subject to the provisions hereof, all or any of their Series 26 Shares into Series 25 Shares on the basis of one Series 25 Share for each Series 26 Share. The Corporation shall, not more than 60 days and not less than 30 days prior to the applicable Series 26 Conversion Date, give notice in writing in accordance with the provisions of subparagraph (2)(b) to the then registered holders of the Series 26 Shares, of the conversion right provided for in this paragraph (5), which notice shall set out the Series 26 Conversion Date and instructions to such holders as to the method by which such conversion right may be exercised. On the 30th day prior to each Series 26 Conversion Date, the Corporation shall give notice in writing to the then registered holders of the Series 26 Shares of the Annual Fixed Dividend Rate for the Series 25 Shares for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate for the Series 26 Shares for the next succeeding Quarterly Floating Rate Period. Such notice shall be delivered in accordance with the provisions of subparagraph (2)(b).

(b) If the Corporation gives notice as provided in paragraph (4) to the holders of the Series 26 Shares of the redemption of all of the Series 26 Shares, then the right of a holder of Series 26 Shares to convert such Series 26 Shares shall terminate effective on the date of such notice and the Corporation shall not be required to give the notice specified in subparagraph (a) of this paragraph (5).

(c) Holders of Series 26 Shares shall not be entitled to convert their shares into Series 25 Shares if the Corporation determines that there would remain outstanding on a Series 26 Conversion Date less than 1,000,000 Series 25 Shares, after having taken into account all Series 26 Shares tendered for conversion into Series 25 Shares and all Series 25 Shares tendered for conversion into Series 26 Shares, and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(b) to all affected registered holders of the Series 26 Shares at least seven days prior to the applicable Series 26 Conversion Date and shall issue and deliver, or cause to be delivered, prior to such Series 26 Conversion Date, at the expense of the Corporation, to such holders of Series 26 Shares who have surrendered for conversion any certificate or certificates representing Series 26 Shares, certificates representing the Series 26 Shares represented by any certificate or certificates so surrendered.

(d) If the Corporation determines that there would remain outstanding on a Series 26 Conversion Date less than 1,000,000 Series 26 Shares, after having taken into account all Series 26 Shares tendered for conversion into Series 25 Shares and all Series 25 Shares tendered for conversion into Series 26 Shares, then all of the remaining outstanding Series 26 Shares shall be converted automatically into Series 25 Shares on the basis of one Series 25 Share for each Series 26 Share on the applicable Series 26 Conversion Date and the Corporation shall give notice in writing thereof in accordance with the provisions of subparagraph (2)(b) to the then registered holders of such remaining Series 26 Shares at least seven days prior to the Series 26 Conversion Date.

(e) The conversion right may be exercised by a holder of Series 26 Shares by notice in writing, in a form satisfactory to the Corporation (the "Series 26 Conversion Notice"), which notice must be received by the transfer agent and registrar for the Series 26 Shares at the principal office in Toronto or Calgary of such transfer agent and registrar not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 26 Conversion Date. The Series 26 Conversion

Notice shall indicate the number of Series 26 Shares to be converted. Once received by the transfer agent and registrar on behalf of the Corporation, the election of a holder to convert is irrevocable. Except in the case where the Series 25 Shares are in the Book-Based System, if the Series 25 Shares are to be registered in a name or names different from the name or names of the registered holder of the Series 26 Shares to be converted, the Series 26 Conversion Notice shall contain written notice in form and execution satisfactory to such transfer agent and registrar directing the Corporation to register the Series 25 Shares in some other name or names (the "Series 25 Transferee") and stating the name or names (with addresses) and a written declaration, if required by the Corporation or by applicable law, as to the residence and share ownership status of the Series 25 Transferee and such other matters as may be required by such law in order to determine the entitlement of such Series 25 Transferee to hold such Series 25 Shares.

(f) If all remaining outstanding Series 26 Shares are to be converted into Series 25 Shares on the applicable Series 26 Conversion Date as provided for in subparagraph (d) of this paragraph (5), the Series 26 Shares that holders have not previously elected to convert shall be converted on the Series 26 Conversion Date into Series 25 Shares and the holders thereof shall be deemed to be holders of Series 25 Shares at 5:00 p.m. (Toronto time) on the Series 26 Conversion Date and shall be entitled, upon surrender during regular business hours at the principal office in Toronto or Calgary of the transfer agent and registrar of the Corporation of the certificate or certificates representing Series 26 Shares not previously surrendered for conversion, to receive a certificate or certificates representing the same number of Series 25 Shares in the manner and subject to the provisions of this paragraph (5) and paragraph (13).

(g) Subject to subparagraph (h) of this paragraph (5) and paragraph (13), as promptly as practicable after the Series 26 Conversion Date the Corporation shall deliver or cause to be delivered certificates representing the Series 25 Shares registered in the name of the holders of the Series 26 Shares to be converted, or as such holders shall have directed, on presentation and surrender at the principal office in Toronto or Calgary of the transfer agent and registrar for the Series 26 Shares of the certificate or certificates for the Series 26 Shares to be converted. If only a part of such Series 26 Shares represented by any certificate shall be converted, a new certificate for the balance shall be issued at the expense of the Corporation. From and after 5:00 p.m. (Toronto time) on the applicable Series 26 Conversion Date, the Series 26 Shares converted into Series 25 Shares shall cease to be outstanding and shall be restored to the status of authorized but unissued shares, and the holders thereof shall cease to be entitled to dividends (other than any accrued but unpaid dividends then outstanding on the Series 26 Shares) and shall not be entitled to exercise any of the rights of holders in respect thereof unless the Corporation shall fail, subject to paragraph (13), to deliver to the holders of the Series 26 Shares to be converted share certificates representing the Series 25 Shares into which such shares have been converted.

(h) The obligation of the Corporation to issue Series 25 Shares upon conversion of any Series 26 Shares shall be deferred for a period not to exceed 60 days during the continuance of any one or more of the following events:

(i) the issuing of such Series 25 Shares is prohibited pursuant to any agreement or arrangement entered into by the Corporation to assure its solvency or continued operation;

(ii) the issuing of such Series 25 Shares is prohibited by law or by any regulatory or other authority having jurisdiction over the Corporation that is acting in conformity with law; or

(iii) for any reason beyond its control, the Corporation is unable to issue Series 25 Shares or is unable to deliver Series 25 Shares.

If, at the end of such 60 day period or sooner, the Corporation is able to issue the Series 25 Shares, it shall do so forthwith with effect from the original Series 26 Conversion Date, but if it is not able to do during such 60 day period, then, on the first Business Day following its expiry, all Series 26 Shares tendered for conversion shall be deemed to have not been converted, all Series 26 Conversion Notices

tendered in connection with such conversion shall be deemed revoked and of no further force or effect and any certificates representing Series 26 Shares tendered for conversion shall be returned to the holders thereof.

(i) The Corporation reserves the right not to deliver Series 25 Shares to any person that the Corporation or its transfer agent and registrar has reason to believe is a person whose address is in, or that the Corporation or its transfer agent and registrar has reason to believe is a resident of any jurisdiction outside Canada if such delivery would require the Corporation to take any action to comply with the securities laws of such jurisdiction. In those circumstances, the Corporation shall hold, as agent of any such person, all or the relevant number of Series 25 Shares, and the Corporation shall attempt to sell such Series 25 Shares to parties other than the Corporation and its affiliates on behalf of any such person. Such sales (if any) shall be made at such times and at such prices as the Corporation, in its sole discretion, may determine. The Corporation shall not be subject to any liability for failure to sell Series 25 Shares on behalf of any such person at all or at any particular price or on any particular day. The proceeds received by the Corporation from the sale of any such Series 25 Shares shall be delivered to any such person, after deducting the costs of sale, by cheque or in any other manner determined by the Corporation.

(6) Liquidation, Dissolution or Winding-up

In the event of a Liquidation, the holders of the Series 26 Shares shall be entitled to receive \$25.00 per Series 26 Share plus all accrued and unpaid dividends thereon, which for such purpose shall be calculated on a pro rata basis for the period from and including the last Dividend Payment Date on which dividends on the Series 26 Shares have been paid to but excluding the date of such Liquidation, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of the Common Shares or to the holders of any other shares ranking junior to the Series 26 Shares in any respect. After payment to the holders of the Series 26 Shares of the amount so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Corporation.

(7) Voting Rights

The holders of Series 26 Shares shall not be entitled (except as otherwise provided by law and except for meetings of the holders of Class A Preferred Shares as a class and meetings of the holders of Series 26 Shares as a series) to receive notice of, attend at, or vote at any meeting of shareholders of the Corporation unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series 26 Shares, whether or not consecutive and whether or not such dividends have been declared and whether or not there are any moneys of the Corporation properly applicable to the payment of such dividends. In the event of such non-payment, the holders of Series 26 Shares shall have the right to receive notice of and to attend each meeting of shareholders of the Corporation at which directors are to be elected and which take place more than 60 days after the date on which the failure first occurs (other than separate meetings of holders of another class or series of shares), and such holders of Series 26 Shares present in person or represented by proxy at such meeting shall have the right, at any poll taken or in respect of any other voting method at any such meeting, voting together with the holders of the Common Shares and all other shares entitled to vote together with the Common Shares on such election of directors, to one vote with respect to resolutions to elect directors being voted on for each Series 26 Share held until all such arrears of dividends have been paid, whereupon such rights shall cease unless and until the same default shall again arise under the provisions of this paragraph (7).

(8) Restrictions on Payment of Dividends and Reduction of Junior Capital

So long as any of the Series 26 Shares are outstanding, the Corporation shall not:

(a) call for redemption, purchase, reduce or otherwise pay off less than all the Series 26 Shares and all other preferred shares then outstanding ranking prior to or on parity with the Series 26 Shares with respect to payment of dividends;

(b) declare, pay or set apart for payment, any dividends (other than stock dividends in shares of the Corporation ranking junior to the Series 26 Shares) on the Common Shares or any other shares of the Corporation ranking junior to the Series 26 Shares with respect to payment of dividends; or

(c) call for redemption, purchase, reduce or otherwise pay for any shares of the Corporation ranking junior to the Series 26 Shares with respect to repayment of capital or with respect to payment of dividends;

unless all dividends up to and including the dividends payable on the last preceding dividend payment dates on the Series 26 Shares and on all other preferred shares ranking prior to or on a parity with the Series 26 Shares with respect to payment of dividends then outstanding shall have been declared and paid or set apart for payment at the date of any such action referred to in subparagraphs (8)(a), (b) and (c).

(9) Creation or Issue of Additional Shares

So long as any Series 26 Shares are outstanding, the Corporation shall not, without the prior approval of the holders of the Series 26 Shares, create or issue any shares ranking prior to or on a parity with the Series 26 Shares with respect to repayment of capital or payment of dividends; provided, however, that the Corporation may without such approval create and/or issue additional series of Class A Preferred Shares on a parity with the Series 26 Shares with respect to repayment of capital or payment of dividends: (i) in connection with the issuance of Class A Preferred Shares on the due conversion of any then outstanding Class A Preferred Shares in accordance with the provisions hereof; (ii) if all dividends then payable on the Series 26 Shares shall have been paid or set apart for payment; or (iii) in the event of the insolvency or bankruptcy of the Corporation (which shall include, for certainty, (a) the initiation of any proceedings, (b) the appointment of a receiver, interim receiver, trustee or other similar official or (c) assignments for the benefit of the Corporation's creditors, in each case related to the bankruptcy or insolvency of the Corporation), for the purposes of satisfying interest payments on outstanding indebtedness or debt securities of the Corporation, repaying indebtedness or outstanding debt securities of the Corporation and/or converting or exchanging indebtedness or outstanding debt securities of the Corporation into such series of Class A Preferred Shares.

(10) Sanction by Holders of Series 26 Shares

The approval of the holders of the Series 26 Shares when voting separately as a series with respect to any and all matters referred to in these share provisions may be given in writing by all of the holders of the Series 26 Shares outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Series 26 Shares duly called and held for the purpose of considering the subject matter of such resolution and at which a quorum of holders of Series 26 Shares then outstanding is present in person or represented by proxy in accordance with the by-laws of the Corporation; provided, however, that if at any such meeting, when originally held, a quorum of holders of Series 26 Shares then outstanding is not present in person or so represented by proxy at the opening of the meeting, then the meeting shall be adjourned to such date and to such time and place as may be fixed by the holders of Series 26 Shares present or represented at the meeting in accordance with the by-laws of the Corporation, and at such adjourned meeting if a quorum of the holders of Series 26 Shares is present in person or represented by proxy in accordance with the by-laws of the Corporation, a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of Series 26 Shares. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct of it shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at any such original meeting or adjourned meeting, each holder of Series 26 Shares present in person or represented by proxy shall be entitled to one vote for each of the Series 26 Shares held by such holder.

(11) Tax Election

The Corporation shall elect, in the manner and within the time provided under subsection 191.2(1) of the *Income Tax Act* (Canada) or any successor or replacement provision of similar effect, to pay tax at a rate, and shall take all other action necessary under such Act, such that no holder of Series 26 Shares shall be required to pay tax on dividends received (or deemed to be received) on the Series 26 Shares under section 187.2 of such Act or any successor or replacement provision of similar effect.

(12) Withholding Tax

Notwithstanding any other provision of these share provisions, the Corporation may deduct or withhold from any payment, distribution, issuance or delivery (whether in cash or in shares) to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and shall remit any such amounts to the relevant tax authority as required. If the cash component of any payment, distribution, issuance or delivery to be made pursuant to these share provisions is less than the amount that the Corporation is so required or permitted to deduct or withhold, the Corporation shall be permitted to deduct and withhold from any non-cash payment, distribution, issuance or delivery to be made pursuant to these share provisions any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and to dispose of such property in order to remit any amount required to be remitted to any relevant tax authority. Notwithstanding the foregoing, the amount of any payment, distribution, issuance or delivery made to a holder of Series 26 Shares pursuant to these share provisions shall be considered to be the amount of the payment, distribution, issuance or delivery received by such holder plus any amount deducted or withheld pursuant to this paragraph (12).

Holders of Series 26 Shares shall be responsible for all withholding taxes under Part XIII of the *Income Tax Act* (Canada) in respect of any payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions and shall indemnify and hold harmless the Corporation on an after-tax basis for any such taxes imposed on any payment, distribution, issuance or delivery made or credited to them pursuant to these share provisions.

(13) Book-Based System

(a) Subject to the provisions of subparagraphs (b) and (c) of this paragraph (13) and notwithstanding the provisions of paragraphs (1) through (12) of these share provisions, the Series 26 Shares shall be evidenced by a single fully registered Global Certificate representing the aggregate number of Series 26 Shares issued by the Corporation which shall be held by, or on behalf of, the System Operator as custodian of the Global Certificate for the Participants and registered in the name of "CDS & Co." (or in such other name as the System Operator may use from time to time as its nominee for purposes of the Book-Based System), and registrations of ownership, transfers, surrenders and conversions of Series 26 Shares shall be made only through the Book-Based System. Accordingly, subject to subparagraph (c) of this paragraph (13), no beneficial holder of Series 26 Shares shall receive a certificate or other instrument from the Corporation or the System Operator evidencing such holder's ownership thereof, and no such holder shall be shown on the records maintained by the System Operator except through a book-entry account of a Participant acting on behalf of such holder.

(b) Notwithstanding the provisions of paragraphs (1) through (12), so long as the System Operator is the registered holder of the Series 26 Shares:

(i) the System Operator shall be considered the sole owner of the Series 26 Shares for the purposes of receiving notices or payments on or in respect of the Series 26 Shares or the delivery of Series 25 Shares and certificates therefor upon the exercise of rights of conversion in each case for the benefit of the beneficial holders of Series 26 Shares; and

(ii) the Corporation, pursuant to the exercise of rights of redemption or conversion, shall deliver or cause to be delivered to the System Operator, for the benefit of the beneficial holders (or former holders) of the Series 26 Shares, the cash redemption price for the Series 26 Shares or certificates for Series 25 Shares against delivery to the Corporation's account with the System Operator of such holders' Series 26 Shares.

(c) If the Corporation determines that the System Operator is no longer willing or able to discharge properly its responsibilities with respect to the Book-Based System and the Corporation is unable to locate a qualified successor or the Corporation elects, or is required by applicable law, to withdraw the Series 26 Shares from the Book-Based System, then subparagraphs (a) and (b) of this paragraph (13) shall no longer be applicable to the Series 26 Shares and the Corporation shall notify Book-Entry Holders through the System Operator of the occurrence of any such event or election and of the availability of Definitive Shares to Book-Entry Holders. Upon surrender by the System Operator of the Global Certificate to the transfer agent and registrar for the Series 26 Shares accompanied by registration instructions for re-registration, the Corporation shall execute and deliver Definitive Shares. The Corporation shall not be liable for any delay in delivering such instructions and may conclusively act and rely on and shall be protected in acting and relying on such instructions. Upon the issuance of Definitive Shares, the Corporation shall recognize the registered holders of such Definitive Shares and the Book-Entry Shares for which such Definitive Shares have been substituted shall be void and of no further effect.

(d) The provisions of paragraphs (1) through (12) and the exercise of rights of redemption and conversion with respect to Series 26 Shares are subject to the provisions of this paragraph (13), and to the extent that there is any inconsistency or conflict between such provisions, the provisions of this paragraph (13) shall prevail.

(14) Wire or Electronic Transfer of Funds

Notwithstanding any other right, privilege, restriction or condition attaching to the Series 26 Shares, the Corporation may, at its option, make any payment due to registered holders of Series 26 Shares by way of a wire or electronic transfer of funds to such holders. If a payment is made by way of a wire or electronic transfer of funds, the Corporation shall be responsible for any applicable charges or fees relating to the making of such transfer. As soon as practicable following the determination by the Corporation that a payment is to be made by way of a wire or electronic transfer of funds, the Corporation shall provide a notice to the applicable registered holders of Series 26 Shares at their respective addresses appearing on the books of the Corporation. Such notice shall request that each applicable registered holder of Series 26 Shares provide the particulars of an account of such holder with a chartered bank in Canada to which the wire or electronic transfer of funds shall be directed. If the Corporation does not receive account particulars from a registered holder of Series 26 Shares prior to the date such payment is to be made, the Corporation shall deposit the funds otherwise payable to such holder into a special account or accounts in trust for such holder. The making of a payment by way of a wire or electronic transfer of funds or the deposit by the Corporation of funds otherwise payable to a holder into a special account or accounts in trust for such holder shall be deemed to constitute payment by the Corporation on the date thereof and shall satisfy and discharge all liabilities of the Corporation for such payment to the extent of the amount represented by such transfer or deposit.

(15) Amendments

The provisions attaching to the Series 26 Shares may be deleted, varied, modified, amended or amplified by articles of amendment with such approval as may then be required by the *Business Corporations Act* (Alberta), with any such approval to be given in accordance with paragraph (10) and with any required approvals of any stock exchanges on which the Series 26 Shares may be listed.

Articles of Amendment

Business Corporations Act
Section 6

This information is collected in accordance with the Business Corporations Act. It is required to update an Alberta corporation's articles for the purpose of issuing a certificate of amendment. Collection is authorized under s. 33(a) of the Freedom of Information and Protection of Privacy Act. Questions about the collection can be directed to Services Alberta Contact Centre staff at cr@gov.ab.ca or 780-427-7013 (toll-free 310-0000 within Alberta).

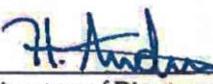
1. NAME OF CORPORATION:	2. CORPORATE ACCESS NUMBER:
Pembina Pipeline Corporation	2020722043

3. THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED TO:

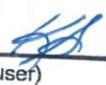
Pursuant to Section 29(5) of the *Business Corporations Act* (Alberta), the articles of the Corporation are amended by creating:

1. a new series Class A Preferred Shares, designated as Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 23;
2. a new series of Class A Preferred Shares, designated as Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 24;
3. a new series of Class A Preferred Shares, designated as Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 25; and
4. a new series of Class A Preferred Shares, designated as Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 26.

The Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 23, the Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 24, the Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 25 and the Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 26, in addition to the rights, privileges, restrictions and conditions attached to the Class A Preferred Shares as a class, shall also have attached thereto the following rights, privileges, restrictions and conditions as set forth in the Shares in Series Attachment.

DATE	SIGNATURE	TITLE
December 16, 2019	 Signature of Director or Authorized Officer <u>Harry Andersen</u> Please Print Name of Signatory	Officer

Electronically Registered in
The Alberta Registries
CORES System on

Dec. 16/19 
(date & initials of accredited user)

SHARES IN SERIES
Attached to and Forming Part of the Articles
PEMBINA PIPELINE CORPORATION
(the "Corporation")

The articles of the Corporation are amended by creating:

1. a new series Class A Preferred Shares, designated as Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 23;
2. a new series of Class A Preferred Shares, designated as Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 24;
3. a new series of Class A Preferred Shares, designated as Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 25; and
4. a new series of Class A Preferred Shares, designated as Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 26.

The Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 23, the Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 24, the Cumulative Redeemable Minimum Rate Reset Class A Preferred Shares, Series 25 and the Cumulative Redeemable Floating Rate Class A Preferred Shares, Series 26, in addition to the rights, privileges, restrictions and conditions attached to the Class A Preferred Shares as a class, shall also have attached thereto the following rights, privileges, restrictions and conditions.