



**Notice of Annual and Special Meeting of Shareholders
to be held on May 4, 2021**

You are invited to our 2021 annual and special meeting of shareholders:

When:

May 4, 2021
10:00 a.m. (Mountain Daylight Time)

Where:

Virtual only meeting via webcast at
<https://web.lumiagm.com/433617842>

The items of business at the Meeting are:

1. receiving the audited annual consolidated financial statements for the year ended December 31, 2020 and the auditor's report thereon;
2. electing directors for the ensuing year or until their successors are elected or appointed;
3. appointing the auditors for the ensuing year and authorizing the directors to fix the remuneration to be paid to the auditors;
4. considering and, if thought advisable, approving an advisory resolution on our approach to executive compensation;
5. considering and, if thought advisable, approving, by way of ordinary resolution confirming, amendments to By-Law No. 1 of Gibson Energy Inc. ("**Gibson**");
6. considering and, if thought advisable, approving, by way of special resolution, an amendment to the articles of Gibson to limit the number of preferred shares that may be issued by Gibson to a maximum of 20% of the issued and outstanding common shares of Gibson; and
7. transacting such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Information relating to the foregoing is set forth in the accompanying Management Information Circular which forms an integral part of this Notice of Annual and Special Meeting of Shareholders. Only shareholders of record as of the close of business on March 22, 2021 will be entitled to notice of and to vote online at the Meeting or any adjournment or postponement thereof. How you vote depends on whether you are a registered or beneficial shareholder. Please see page 2 of the accompanying Management Information Circular for more details. The Meeting will be held virtually only due to the global spread of COVID-19 (commonly known as the coronavirus). Applying technology to the Meeting also allows a broader base of shareholders to participate in the Meeting – regardless of their location.

If you are unable to participate in the Meeting, please vote your shares by following the instructions on the enclosed instrument of proxy or the voting information form provided by your broker or other intermediary. Registered shareholders who are unable to participate in the virtual Meeting are requested to date, sign and return the accompanying form of proxy to Computershare Trust Company of Canada, by mail at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. To be valid, a properly executed form of proxy must be received by Computershare Trust Company of Canada not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time fixed for holding the Meeting or any adjournment or postponement thereof. We may refuse to recognize any instruments of proxy received after that time. Please refer to "Solicitation of Proxies" in the accompanying Management Information Circular for more information on how to vote at the Meeting.

By order of the board of directors,

(signed) "*Steven R. Spaulding*"

Steven R. Spaulding
President and Chief Executive Officer
March 23, 2021