

## ANNUAL GENERAL AND SPECIAL MEETING FOR GIBSON ENERGY INC.

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Gibson Energy Inc. ("**Gibsons**") has elected to use the notice and access model for delivery of meeting materials to holders ("**Shareholders**") of common shares of Gibsons ("**Common Shares**") who do not hold their Common Shares in their own name but hold them in the name of a nominee (usually a trust company, securities broker or other financial institution) ("**Beneficial Shareholders**"). Gibsons has elected *not* to use the notice and access model for Shareholders who hold their Common Shares in their own name ("**Registered Shareholders**"). Under notice and access, Beneficial Shareholders still receive a proxy or voting instruction form enabling them to vote at Gibsons' annual general and special meeting (the "**Meeting**"). However, instead of a paper copy of the Information Circular (defined below), Beneficial Shareholders receive this notice with information on how they may access the meeting materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing meeting materials to Shareholders.

### SHAREHOLDERS OF GIBSONS ARE INVITED TO OUR ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

#### WHEN

Wednesday, May 4, 2016  
11:00 a.m. (Mountain Daylight Time)

#### WHERE

Ball Room  
Metropolitan Conference Centre  
333 – 4<sup>th</sup> Avenue S.W.  
Calgary, Alberta

### BUSINESS OF THE MEETING

The six items of business at the Meeting are:

1. receiving the audited annual consolidated financial statements for the year ended December 31, 2015 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 Gibsons' approach to executive compensation;
5. considering and, if thought advisable, approving (a) certain amendments to Gibsons' long-term incentive plan (the "**2011 Equity Incentive Plan**") and (b) all unallocated awards under the 2011 Equity Incentive Plan; and
6. transacting such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the matters to be brought before the Meeting are set forth in Gibsons' Management Information Circular dated March 21, 2016 (the "**Information Circular**"). **Shareholders are reminded to review the Information Circular carefully and in full prior to voting in relation to the matters to be conducted at the Meeting.** Disclosure regarding matters to be voted on may be found in the following sections of the Information Circular:

1. Financial Statements and Auditor's Report – "*Business of the Annual and Special Meeting – Financial Statements and Auditor's Report*" on page 11 of the Information Circular;
2. Election of Directors – "*Business of the Annual and Special Meeting – Election of Directors*" on page 11 of the Information Circular;
3. Appointment of Auditors – "*Business of the Annual and Special Meeting – Appointment of Auditors*" on page 16 of the Information Circular;
4. Advisory Vote on Executive Compensation – "*Business of the Annual and Special Meeting – Advisory Vote on Executive Compensation*" on page 17 of the Information Circular; and
5. Amendments to the 2011 Equity Incentive Plan and Approval of the Unallocated Awards under the 2011 Equity Incentive Plan – "*Business of the Annual and Special Meeting – Amendments to the 2011 Equity Incentive Plan and Approval of the Unallocated Awards under the 2011 Equity Incentive Plan*" on page 17 of the Information Circular.

### THE RIGHT TO VOTE

Holders of Common Shares as at the close of business on March 11, 2016 are entitled to receive notice of and to attend and vote at the Meeting, or any adjournment or postponement thereof.

All Shareholders are invited to attend the Meeting. Shareholders who are unable to attend the Meeting in person are requested to carefully follow the instructions on the enclosed form of proxy or voting instruction form, including when and where the form of proxy or voting instruction form is to be delivered and the manner in which voting instructions may be provided. Voting instructions must be provided at least 48 hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment or postponement thereof. Please see the Information Circular for further instructions on voting.

Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person or that the Common Shares are duly registered in their name. See the Information Circular for further instructions.

### VOTING INSTRUCTIONS

Your vote is important! Whether or not you plan to attend the Meeting, we encourage you to vote. Your participation as a Shareholder is very important to us.

### REGISTERED SHAREHOLDERS

Registered Shareholders are asked to return their proxies to Computershare Trust Company of Canada using the following methods by 11:00 a.m. (Mountain Time) on Monday, May 2, 2016:

INTERNET: [www.investorvote.com](http://www.investorvote.com)

PHONE: 1-866-732-VOTE (8683)

MAIL: Computershare Trust Company at 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1

In order to be valid and acted upon at the Meeting, completed proxies or votes must be received by Computershare Trust Company by 11:00 a.m. (Mountain Time) on Monday, May 2, 2016 or, in the case of any adjournment or postponement of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A person appointed as a proxyholder need not be a Shareholder. See the Information Circular for further instructions.

### BENEFICIAL SHAREHOLDERS

Beneficial Shareholders are asked to return their voting instruction form using the following methods by 11:00 a.m. (Mountain Time) on Monday, May 2, 2016:

INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

TELEPHONE: 1-800-474-7493 (Canada) OR 1-800-454-8683 (U.S.)

MAIL: Data Processing Centre, P.O. Box 2800 STN LCD Malton, Mississauga, Ontario, Canada, L5T 2T7

### WEBSITES WHERE MEETING MATERIALS ARE POSTED

Materials can be viewed online at [www.SEDAR.com](http://www.SEDAR.com) or at the following internet address:

Voting Materials: <http://www.gibsons.com/Gibsons/media/Investors/Financials/2015/2016-GEI-InformationCircular.PDF>

Short Link: <http://www.gibsons.com/2016InformationCircular>

### HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial Shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost. Requests for meeting materials may be made up to one year from the date the Information Circular was filed on SEDAR, by emailing [noticeandaccess@gibsons.com](mailto:noticeandaccess@gibsons.com) or alternatively, by contacting Gibsons' Investor Relations at 403-776-3041 or toll-free at 1-855-776-3077.

In order to allow reasonable time for a Beneficial Shareholder to receive and review the Information Circular, requests should be received at least 5 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the Meeting date.

### QUESTIONS

Shareholders in Canada with questions about the Meeting, or about notice and access, can call Gibsons' Investor Relations at 403-776-3041, or if outside of Canada, shareholders can speak to Gibsons' investor relations by calling toll-free at 1-855-776-3077.

### WEBCAST

A live audio webcast of the Meeting will be available. The details for the webcast will be announced at least two weeks prior to the Meeting via press release.

**By order of the Board of Directors of Gibson Energy Inc.**

A. Stewart Hanlon  
President and Chief Executive Officer  
March 21, 2016