



Suncor Energy Inc.
150 – 6th Avenue S.W.
Calgary, Alberta T2P 3E3
Tel (403) 296 8000
www.suncor.com

January 27th, 2017

Ontario Energy Board
PO Box 2319
2300 Yonge Street – 27th Floor
Toronto, ON M4P 1E4

EB-2017-0023

RECEIVED

FEB 09 2017

ONTARIO ENERGY BOARD

Attention: Special Advisor, Market Operations

Re: Electricity Generation Licence EG-2007-0015, Ripley Wind Power Project (the “Licence”) - Amalgamation of Suncor Energy Inc. and Suncor Energy Products Inc.

Please be advised that Suncor Energy Inc. completed a vertical short-form amalgamation with Suncor Energy Products Inc. (“SEPI”) and certain other of its wholly-owned subsidiaries effective as of January 1, 2017. The resulting entity is Suncor Energy Inc.

As the transaction took place by way of amalgamation, at law, each of Suncor Energy Inc. and SEPI continue as one company and, in that regard, we confirm that:

1. the assets and liabilities of each of Suncor Energy Inc. and SEPI continue to be the assets and liabilities of Suncor Energy Inc.; and
2. all of the rights and obligations of each of Suncor Energy Inc. and SEPI including their respective contractual rights and obligations, continue to be the rights and obligations of Suncor Energy Inc.

For your records, enclosed is a copy of the Certificate of Amalgamation of Suncor Energy Inc.

Please accept this as our formal request to send all notices and any correspondence related to this Licence to:

Suncor Energy Inc.
150 – 6th Avenue S.W.
Calgary, Alberta T2P 3E3
Attn. Manager Contracts, Renewable Energy

If you have any questions about the foregoing, please contact the undersigned.

Sincerely,

Diane Shields Morrison
dshieldsmorrison@suncor.com



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Suncor Energy Inc.
Suncor Énergie Inc.

Corporate name / Dénomination sociale

1003506-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

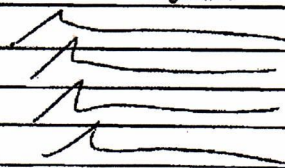
Director / Directeur

2017-01-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)

1 - Corporate name of the amalgamated corporation		
Suncor Energy Inc. Suncor Énergie Inc.		
2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)		
Alberta		
3 - The classes and any maximum number of shares that the corporation is authorized to issue		
See attached Schedule A.		
4 - Restrictions, if any, on share transfers		
See attached Schedule B.		
5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)		
Minimum number	8	Maximum number 15
6 - Restrictions, if any, on the business the corporation may carry on		
There shall be no restrictions on the business Suncor Energy Inc. may carry on or the powers it may exercise.		
7 - Other provisions, if any		
See attached Schedule C.		
8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:		
☒ 183 - Long form : approved by special resolution of shareholders	☒ 184(1) - Vertical short-form : approved by resolution of directors	☐ 184(2) - Horizontal short-form : approved by resolution of directors
9 - Declaration		
I hereby certify that I am a director or an authorized officer of the following corporation:		
Name of the amalgamating corporations		Signature
Suncor Energy Inc. Suncor Énergie Inc.		
Suncor Energy Products Inc. Produits Suncor Énergie Inc.		
Suncor Energy St. Clair Inc.		
10014699 Canada Inc.		
		1001469-9
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).		