

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

ROCKPOINT GAS STORAGE INC.
AMENDED ITS ARTICLES ON 2025/09/17.



Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2025/09/17

Service Request Number: 45459279

Corporate Access Number: 2027339221

Business Number: 744893967

Legal Entity Name: ROCKPOINT GAS STORAGE INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: ROCKPOINT GAS STORAGE INC.

New French Equivalent Name:

Nuans Number: 122593105

Nuans Date: 2025/07/15

French Nuans Number:

French Nuans Date:

Share Structure: REFER TO MOST RECENT "SHARE STRUCTURE" ATTACHMENT.

Share Transfers Restrictions: REFER TO MOST RECENT "RESTRICTIONS ON SHARE TRANSFERS" ATTACHMENT.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

Business Restricted From: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

Other Provisions: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

BCA Section/Subsection: 173(1)(D)(E)(M)

Professional Endorsement Provided:

Future Dating Required:

Amendment Date: 2025/09/17

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2025/07/28

Share Structure	ELECTRONIC	2025/07/28
Restrictions on Share Transfers	ELECTRONIC	2025/07/28
Restrictions on Share Transfers	ELECTRONIC	2025/09/17
Share Structure	ELECTRONIC	2025/09/17

Registration Authorized By: JENNIFER MARSHALL
SOLICITOR

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.

SHARE STRUCTURE
ATTACHED TO AND FORMING PART OF
THE ARTICLES OF AMENDMENT OF
ROCKPOINT GAS STORAGE INC.
(the "Corporation")

The Corporation is authorized to issue an unlimited number of Class "A" common shares ("Class A Shares"), an unlimited number of Class "B" voting shares ("Class B Shares") and an unlimited number of Preferred Shares, issuable in series.

CLASS A SHARES

The rights, privileges, restrictions, and conditions attaching to the Class A Shares shall be as follows:

Voting Rights.

Except as otherwise provided in these Articles or required by law, the holders of Class A Shares shall be entitled to one vote for each Class A Share held on a vote at all meetings of shareholders of the Corporation, except meetings at which or in respect of matters on which only holders of another class of shares are entitled to vote separately as a class. Except as otherwise provided in these Articles or required by law, the holders of Class A Shares will vote together with the holders of Class B Shares as a single class.

Dividends.

The holders of Class A Shares shall be entitled to receive, subject to the rights of the holders of another class of shares, any dividends or distributions as may be declared by the Corporation's board of directors from time to time.

The Corporation may not issue or distribute to all or to substantially all of the holders of the Class A Shares either: (i) Class A Shares; or (ii) rights or securities of the Corporation exchangeable for or convertible into or exercisable to acquire Class A Shares, unless contemporaneously therewith, the Corporation issues or distributes Class B Shares or rights or securities of the Corporation exchangeable for or convertible into or exercisable to acquire Class B Shares on substantially similar terms (having regard to the specific attributes of the Class B Shares) and in the same proportion.

Liquidation, Dissolution or Winding-Up.

The holders of Class A Shares shall be entitled to receive, subject to the rights

of the holders of another class of shares, the remaining property of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

Subdivision, Consolidation, etc.

None of the Class A Shares will be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the Class B Shares are subdivided, consolidated, reclassified or otherwise changed in substantially the same manner (having regard to the specific attributes of the Class A Shares and the Class B Shares respectively) and in the same proportion.

Modification.

The rights, privileges, restrictions and conditions of the Class A Shares will not be added to, changed or removed unless, in addition to any other voting rights granted by applicable law, the addition, change or removal is first approved by the separate affirmative vote of not less than two-thirds of the votes cast at a meeting of the holders of the Class A Shares or by a resolution in writing signed by all holders of Class A Shares entitled to vote on that resolution, and for these purposes each Class A Share shall entitle the holder to one vote.

CLASS B SHARES

The rights, privileges, restrictions, and conditions attaching to the Class B Shares shall be as follows:

Definitions.

For the purposes of the rights, privileges, restrictions, and conditions of the Class B Shares:

"BIF OpCo" means BIF II CalGas (Delaware) LLC, a Delaware limited liability company.

"BIF OpCo Shares" means common shares of BIF OpCo and "BIF OpCo Share" means any one of them.

"Effective Time" means the time immediately following the closing of the initial public offering of Class A Shares by the Corporation.

"Exchange Agreement" means the Exchange Agreement, effective as of the Effective Time, entered into among the Corporation, BIF OpCo, Swan OpCo, Brookfield Infrastructure Holdings (Canada) Inc., Swan Holdings GP (Canada) Inc., Swan Equity Carry

LP, BIP BIF II Swan AIV LP, BIF II CalGas Carry (Delaware) LLC and BIP BIF II U.S. Holdings (Delaware) LLC.

"OpCo Interest" means together a Swan OpCo Unit and a BIF OpCo Share and "OpCo Interests" means more than one OpCo Interest.

"Person" has the meaning given to that term in National Instrument 45-106 - Prospectus Exemptions of the Canadian Securities Administrators.

"Swan OpCo" means Swan Equity Aggregator LP, an Ontario limited partnership.

"Swan OpCo Units" means limited partner units of Swan OpCo, and "Swan OpCo Unit" means any one of them.

Voting Rights.

Except as otherwise provided in these Articles or required by law, the holders of Class B Shares shall be entitled to one vote for each Class B Share held on a vote at all meetings of shareholders of the Corporation, except meetings at which or in respect of matters on which only holders of another class of shares are entitled to vote separately as a class. Except as otherwise provided in these Articles or required by law, the holders of Class B Shares will vote together with the holders of Class A Shares as a single class.

Dividends.

Except as otherwise provided in these Articles, the holders of Class B Shares, as such, are not entitled to receive any dividends or other distributions (except for such dividends payable in Class B Shares as may be declared by the Corporation's board of directors from time to time). The Corporation may not issue or distribute to all or to substantially all of the holders of the Class B Shares either: (i) Class B Shares; or (ii) rights or securities of the Corporation exchangeable for or convertible into or exercisable to acquire Class B Shares, unless contemporaneously therewith, the Corporation issues or distributes Class A Shares or rights or securities of the Corporation exchangeable for or convertible into or exercisable to acquire Class A Shares on substantially similar terms (having regard to the specific attributes of the Class A Shares) and in the same proportion.

Liquidation, Dissolution or Winding-Up.

In the event of the liquidation, dissolution

or winding-up of the Corporation, whether voluntary or involuntary, holders of the Class B Shares shall be entitled to receive, subject to the rights of the holders of Preferred Shares and in priority to the holders of Class A Shares, an amount per Class B Share equal to \$0.000001 and no more.

Subdivision, Consolidation, etc.

None of the Class B Shares will be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the Class A Shares are subdivided, consolidated, reclassified or otherwise changed in substantially the same manner (having regard to the specific attributes of the Class B Shares and the Class A Shares respectively) and in the same proportion.

Other Agreements.

Concurrently with the issuance of any OpCo Interests by the OpCos and the issuance of any corresponding Class B Shares by the Corporation, the Corporation may enter into such agreements (including liquidity agreements, voting agreements, securityholder agreements, exchange agreements or governance or relationship agreements) as may be necessary or desirable to properly give effect to the terms of the OpCo Interests and Class B Shares, including to provide for: (a) the voting of Class B Shares, (b) the terms and conditions of transfer and any transfer restrictions or limitations, (c) the cancellation of Class B Shares in connection with an "Exchange" (as defined in the Exchange Agreement) of OpCo Interests pursuant to the Exchange Agreement, and (d) the treatment of OpCo Interests and related Class B Shares and, if applicable, Class A Shares in the event of an offer to acquire, directly or indirectly, outstanding OpCo Interests, Class B Shares or Class A Shares, (an "Offer"), as applicable, if, as of the date of the Offer, the voting securities of the Corporation subject to such Offer, together with the offeror's voting securities of the Corporation, constitute in the aggregate 20% or more of all outstanding voting securities of the Corporation. Any agreement in the nature of that described above, and any amendment thereto, shall be subject to the approval of the Toronto Stock Exchange for as long as the Class A Shares are listed for trading thereon.

In addition to the foregoing, all Class B Shares will be subject to the terms and conditions of the Exchange Agreement.

Issuance of Class B Shares.

Class B Shares may be issued by the Corporation only in connection with the simultaneous issuance by the OpCos of a proportionate number of OpCo Interests. Any purported issuance of Class B Shares by the Corporation not accompanied by a simultaneous issuance of the proportionate number of OpCo Interests shall be null and void and of no force or effect.

Modification.

The rights, privileges, restrictions and conditions of the Class B Shares will not be added to, changed or removed unless, in addition to any other voting rights granted by applicable law, the addition, change or removal is first approved by the separate affirmative vote of not less than two-thirds of the votes cast at a meeting of the holders of the Class B Shares or by a resolution in writing signed by all holders of Class B Shares entitled to vote on that resolution, and for these purposes each Class B Share shall entitle the holder to one vote.

PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares shall be as follows:

One or More Series.

Preferred Shares may at any time and from time to time be issued in one or more series.

Terms of Each Series.

Subject to the Business Corporations Act (Alberta), the Corporation's board of directors may fix, before the issue thereof, the number of Preferred Shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or distributions or the means of determining such dividends or distributions, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion rights, any rights on the liquidation, dissolution or winding-up of the Corporation, and any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of the series.

Ranking of Preferred Shares.

The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Class A Shares, the Class B Shares and any other shares ranking junior to the Preferred Shares with respect to priority in payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation. If any amount of cumulative dividends (whether or not declared) or declared non-cumulative dividends or any amount payable on any such distribution of assets constituting a return of capital in respect of the Preferred Shares of any series is not paid in full, the Preferred Shares of such series shall participate rateably with the Preferred Shares of every other series in respect of all such dividends and amounts in accordance with the amounts that would be payable with respect to such Preferred Shares if all such dividends were declared and paid in full and all amounts payable on such a return of capital were paid in full.

RESTRICTIONS ON SHARE TRANSFERS
ATTACHED TO AND FORMING PART OF
THE ARTICLES OF AMENDMENT
ROCKPOINT GAS STORAGE INC.
(the "Corporation")

"Transfer" includes, in reference to any securities, (i) any transfer of such securities, directly or indirectly, by operation of law, by court order, by judicial process, or by foreclosure, levy or attachment, (ii) any sale, transfer, assignment, gift, donation, redemption, conversion or other disposition of such securities, directly or indirectly, pursuant to an agreement, arrangement, instrument or understanding by which legal title to, or beneficial ownership of, such securities passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value, and (iii) the granting, directly or indirectly, of any mortgage, charge, pledge, encumbrance or grant of security interest, and in each case any agreement to effect any of the foregoing; and

"Transferee" means the intended transferee of the Class B Shares.

No holder of Class B Shares will be permitted to Transfer their Class B Shares unless either:

(i) if such Class B Shares had been Class A Shares rather than Class B Shares, such Transfer would not, under applicable securities laws, require that the Transferee make an offer to holders of Class A Shares to acquire Class A Shares on the same terms and conditions; or

(ii) if such Class B Shares had been Class A Shares rather than Class B Shares, such Transfer would, under applicable securities laws, require that the Transferee make an offer to holders of Class A Shares to acquire Class A Shares on the same terms and conditions, the Transferee acquiring such Class B Shares makes a contemporaneous identical offer for Class A Shares (in terms of price, timing, proportion of securities sought to be acquired and conditions) and does not acquire such Class B Shares unless the Transferee also acquires a proportionate number of Class A Shares actually tendered to such identical offer.

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

ROCKPOINT GAS STORAGE INC.
WAS INCORPORATED IN ALBERTA ON 2025/07/28.



**Articles of Incorporation
For
ROCKPOINT GAS STORAGE INC.**

Share Structure:	REFER TO "SHARE STRUCTURE" ATTACHMENT.
Share Transfers Restrictions:	REFER TO "RESTRICTIONS ON SHARE TRANSFERS" ATTACHMENT.
Number of Directors:	
Min Number of Directors:	3
Max Number of Directors:	12
Business Restricted To:	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Business Restricted From:	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Other Provisions:	REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

**Registration Authorized By: JENNIFER MARSHALL
SOLICITOR**

SHARE STRUCTURE
ATTACHED TO AND FORMING PART OF
THE ARTICLES OF INCORPORATION OF
ROCKPOINT GAS STORAGE INC.
(the "Corporation")

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

1.1. Subject to the Business Corporations Act (Alberta (the "Act")) holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings at which or in respect of matter on which only holders of another class of shares are entitled to vote separately as a class. Each Common Share shall entitle the holder thereof to one vote.

2. Dividends

2.1. Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3. Liquidation, Dissolution or Winding-Up

3.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares shall be entitled, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Corporation.

PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. Issuance in Series

1.1. Preferred Shares may at any time and from time to time be issued in one or more series.

2. Terms of Each Series

2.1. Subject to the Act, the Board of Directors may fix, before issue thereof, the number of Preferred Shares in each series, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion rights, any rights on the liquidation, dissolution or winding-up of the Corporation, and any sinking fund or other provisions, the whole to be subject to the issue of a certificate and articles of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of the series.

3. Ranking of Preferred Shares

3.1. The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and any other shares ranking junior to the Preferred Shares with respect to priority in payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation. If any amount of cumulative dividends (whether or not declared) or declared non-cumulative dividends or any amount payable on any such distribution of assets constituting a return of capital in respect of the Preferred Shares of any series is not paid in full, the Preferred Shares of such series shall participate rateably with the Preferred Shares of every other series in respect of all such dividends and amounts in accordance with the amounts that would be payable with respect to such Preferred Shares if all such dividends were declared and paid in full and all amounts payable on such a return of capital were paid in full.

RESTRICTIONS ON SHARE TRANSFERS
ATTACHED TO AND FORMING PART OF
THE ARTICLES OF INCORPORATION OF
ROCKPOINT GAS STORAGE INC.
(the "Corporation")

1. The transfer of securities (other than non-convertible debt securities) of the Corporation shall be restricted in that no securityholder shall be entitled to transfer any such security or securities without the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the Board of Directors or by a written resolution signed by all of the directors of the Corporation.

OTHER RULES OR PROVISIONS
ATTACHED TO AND FORMING PART OF
THE ARTICLES OF INCORPORATION OF
ROCKPOINT GAS STORAGE INC.
(the "Corporation")

1. Subject to the Business Corporations Act (Alberta), the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of the additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Incorporate Alberta Corporation - Registration Statement

Alberta Registration Date: 2025/07/28

Corporate Access Number: 2027339221

Business Number:

Service Request Number: 45116234

Alberta Corporation Type: Named Alberta Corporation

Legal Entity Name: ROCKPOINT GAS STORAGE INC.

Business Number:

French Equivalent Name:

Nuans Number: 122593105

Nuans Date: 2025/07/15

French Nuans Number:

French Nuans Date:

REGISTERED ADDRESS

Street: 4600 EIGHTH AVENUE PLACE EAST, 525 - 8TH AVENUE SW

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P1G1

RECORDS ADDRESS

Street: 4600 EIGHTH AVENUE PLACE EAST, 525 - 8TH AVENUE SW

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P1G1

ADDRESS FOR SERVICE BY MAIL

Post Office Box:

City:

Province:

Postal Code:

Email Address: COMPLIANCE.CALGARY@TORYS.COM

Share Structure: REFER TO "SHARE STRUCTURE" ATTACHMENT.

**Share Transfers
Restrictions:** REFER TO "RESTRICTIONS ON SHARE TRANSFERS" ATTACHMENT.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

Business Restricted From: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

Other Provisions: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2025/07/28

Agent for Service

Agent for Service Type: Primary

Last Name: CUSCHIERI

First Name: DAVID

Middle Name:

Firm Name: TORYS LLP

Street: 4600 EIGHTH AVENUE PLACE EAST, 525 - 8TH AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P1G1

Email Address: COMPLIANCE.CALGARY@TORYS.COM

Director

Last Name: BAKER

First Name: BRIAN

Middle Name:

Street/Box Number: BROOKFIELD PLACE, 181 BAY STREET, SUITE 300

City: TORONTO

Province: ONTARIO

Postal Code: M5J2T3

Country:

Last Name: DAY

First Name: FRED

Middle Name:

Street/Box Number: BROOKFIELD PLACE, 181 BAY STREET, SUITE 300

City: TORONTO

Province: ONTARIO

Postal Code: M5J2T3

Country:

Last Name: MCKENNA
First Name: TOBY
Middle Name:
Street/Box Number: 400, 607 - 8TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P0A7
Country:

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2025/07/28
Restrictions on Share Transfers	ELECTRONIC	2025/07/28
Share Structure	ELECTRONIC	2025/07/28

Registration Authorized By: JENNIFER MARSHALL
SOLICITOR

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