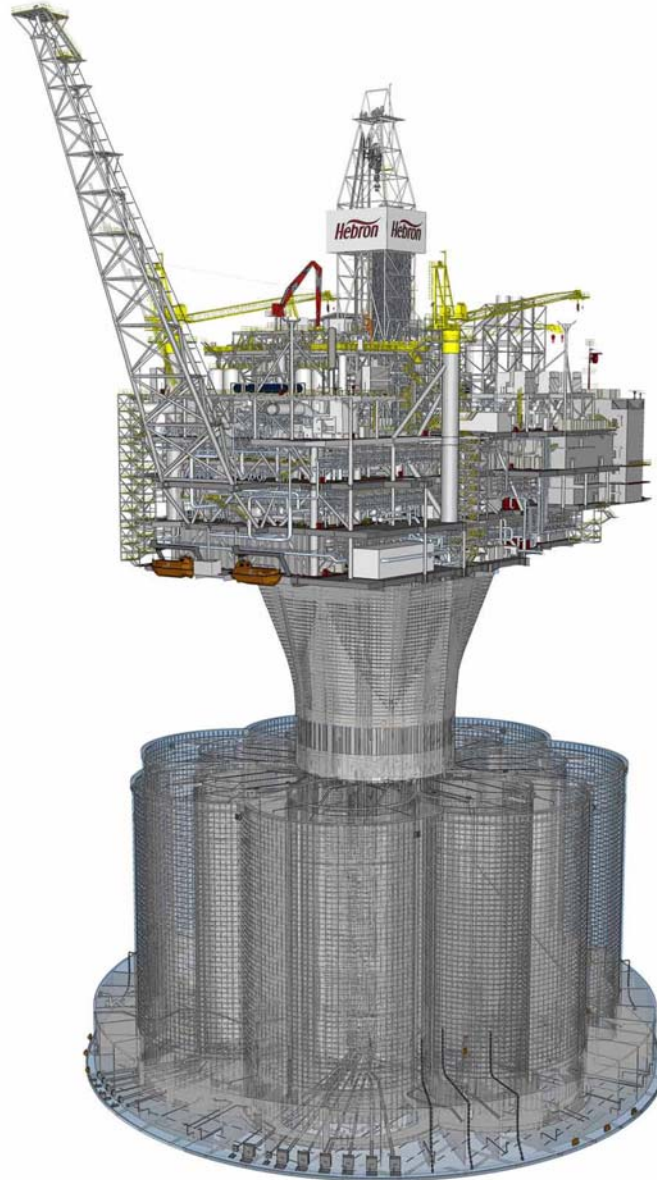




ExxonMobil Canada Properties



**Hebron Project Canada-Newfoundland and Labrador Benefits Report for
the Period October 1, 2016 to December 31, 2016**

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1.0 Introduction

Hebron is a heavy oil field estimated to produce more than 700 million barrels of recoverable resources. The field was first discovered in 1980 and is located offshore Newfoundland and Labrador in the Jeanne d'Arc Basin 350 kilometres southeast of St. John's, the capital of Newfoundland and Labrador. It is approximately 9 kilometres north of the Terra Nova project, 32 kilometres southeast of the Hibernia project, and 46 kilometres southwest of the White Rose project. The water depth at Hebron is approximately 92 metres.

The Hebron co-venturers are: ExxonMobil Canada Properties (EMCP), Chevron Resources Limited, Suncor Energy Inc. through the Hebron Petro-Canada Partnership, Statoil Canada Ltd. and Nalcor Energy – Oil and Gas Inc. EMCP is the operator of the Hebron Project.

During May 2011, EMCP, on behalf of the Hebron co-venturers, filed the Hebron Benefits Plan with the Canada-Newfoundland and Labrador Offshore Petroleum Board (C-NLOPB). The Hebron Benefits Plan was conditionally approved on May 31, 2012 and covers the construction and operations phases of the project.

Five key principles of the Benefits Plan include:

- Meeting local benefits commitments while maintaining the highest levels of safety, environmental performance, efficiency and integrity of our operations;
- Selecting contractors and suppliers that will work diligently with us to deliver benefits to the people of the Province;
- Promoting the development of local skills and industry capacity that leaves a lasting legacy for the communities in which we operate and for the Province;
- Delivering execution certainty so that Hebron delivers best-in-class return on investment to stakeholders, including the Province of Newfoundland and Labrador; and
- Working collaboratively with industry, government, academic and training institutions, community and other stakeholder groups for the effective delivery of benefits.

As outlined in section 45 of the Atlantic Accord Acts, specific provisions of the Hebron Benefits Plan include a plan for:

- The employment of Canadians and, in particular, members of the labour force of the Province of Newfoundland and Labrador;
- Providing manufacturers, consultants, contractors and suppliers and service companies in the Province, and other parts of Canada, with full and fair opportunity to participate on a competitive basis in the supply of goods and services used in any proposed work or activity referenced in the Benefits Plan;
- Providing first consideration to services provided from within the Province and to goods manufactured in the Province, where those services and goods are competitive in terms of fair market price, quality and delivery;
- Consistent with the Canadian Charter of Rights and Freedoms, providing individuals resident in the Province with first consideration for training and employment in the work program for which the Benefits Plan was submitted;

- The establishment of an office in the Province where appropriate levels of decision-making are to take place; and
- Expenditures for R&D, including education and training, to be carried out in the Province.

This report summarizes the Hebron Project activities for the period of October 1, 2016 to December 31, 2016 in the areas of employment, expenditures and other relevant areas.

2.0 Employment

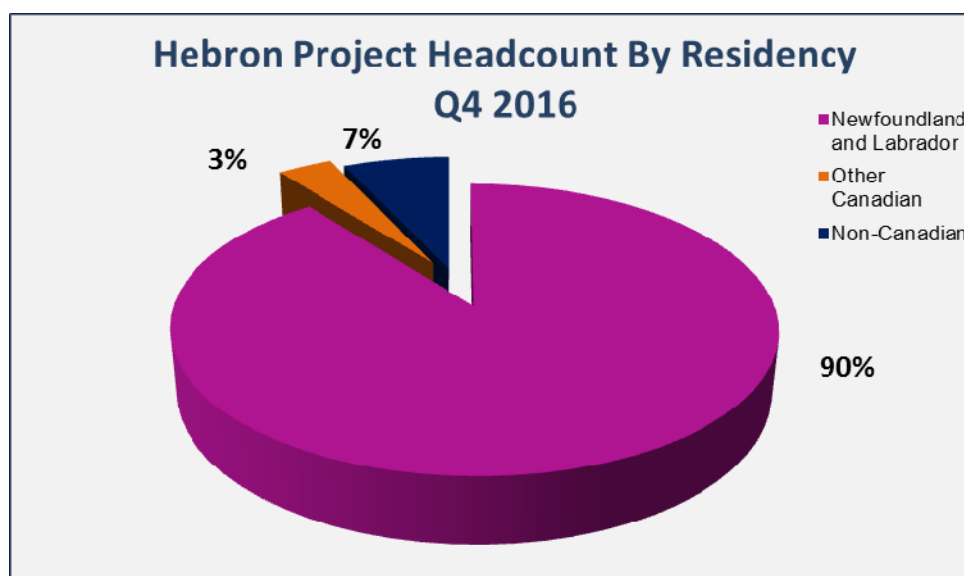
The total number of person hours worked on the Hebron Project during Q4 2016 was 2,033,203. The total number of people employed on the Hebron Project during Q4 2016 was 3,818 of which 3,419 (90%) were NL residents, 137 (3%) were Other Canadian and 262 (7%) were Non-Canadian based on Canadian General Standards Board (CGSB) reporting guidelines and the C-NLOPB definition of residency (i.e. in compliance with the Newfoundland and Labrador Elections Act). Of the 3,818 employed on the project during Q4 2016, 3,172 were working at Bull Arm site.

Total Employment Summary Hebron Project Q4 2016			
Direct Employment (Total Number of Persons)	Newfoundland and Labrador Residents	Other Canadians	Non-Canadians
3,818	90%	3%	7%

Employment Summary by Location Hebron Project Q4 2016						
Location	Total Number of Persons					
	Residency Status			Gender		TOTAL
	NL	OC	NC	Male	Female	
Newfoundland and Labrador	3,419	125	212	3,255	501	3,756
Other Canada	-	12	-	11	1	12
Outside Canada	-	-	50	48	2	50
TOTAL	3,419	137	262	3,314	504	3,818

Notes:

- Report includes reported number of persons directly employed on the project, including operator and contractor personnel
- Residency status is reported as of the time of hire, based on the following definitions:
 - Canadian Citizen:**
A person who was born in Canada and has not relinquished his/her Canadian citizenship; or, a person who has been granted Canadian citizenship; or, a person who has been granted landed immigrant status.
 - Newfoundland and Labrador Resident:**
A Canadian citizen or landed immigrant who meets the residency requirements of the Province as defined by *The Elections Act*, SNL 1992, CE-3.1. (At point of hire)
- Headcount includes persons that have worked 50% of their time (at least 80 hours per month) during Q4 2016



Employment Summary by Discipline Hebron Project Q4 2016					
Discipline	Number of Persons				Total number of Persons
	Male	%	Female	%	
Management	240	93%	18	7%	258
Administration	9	13%	63	87%	72
Engineers	186	89%	22	11%	208
Technicians	377	94%	22	6%	399
Professionals	405	74%	140	26%	545
Skilled Trades	1,727	90%	202	10%	1,929
Labour	356	92%	33	8%	389
Students	14	78%	4	22%	18
Other	-	-	-	-	-
Total:	3,314	87%	504	13%	3,818

Notes:

1. Disciplines are based on the following National Occupational Classification (NOC) Codes:
 - **Management** includes: Senior Managers as well as Middle and Other Managers
 - **Administration** includes: Administrative & Sr. Clerical Personnel as well as Clerical Personnel
 - **Engineers** includes: only those in that NOC code
 - **Technicians** includes: Semi-professionals & Technicians
 - **Professionals** includes: only those in that NOC code
 - **Skilled Trades** includes: Skilled Crafts & trades as well as Skilled Trades & Services
 - **Labour** includes: Semi-Skilled Manual Workers, Other Manual Workers as well as Intermediate Sales & Service
 - **Students** includes: any student enrolled at a recognized educational institution or accredited academic program and includes both graduate and undergraduate students, cadets or any other student
 - **Other** includes: positions that do not fit into any of the other disciplines

Person Hour Summary Report HEBRON PROJECT Q4 2016	
Activity/Component	Total Person Hours
Project Management Team	216,760
Gravity Based Structure	699,974
Topsides	1,104,590
Offshore Loading System	11,879
Total (Q4 2016)	2,033,203
Total (Year to Date)	12,662,178
Project Cumulative	69,172,227

Note: Project management team hours include third party contractors in support of the project management team and operations start up and readiness team hours. Person hours and headcount are updated as more recent information becomes available. Reports may be subject to change.

3.0 Canada-NL Content Estimates

The table below details the estimated Canada-NL content of actual expenditures during the quarter, year to date and cumulatively for the Hebron Project.

Canadian-NL Content Estimates Hebron Project Q4 2016			
Reporting Period	Content		
	NL	Other Canadian	Non-Canadian
Q4 2016	59%	4%	37%
Year to Date	50%	4%	46%
Project Cumulative	53%	7%	40%

Note: NL content percentage increased due to decreased work activity in Korea and increased work activity in Newfoundland

4.0 Contracting and Procurement

The table below provides a listing of contract awards with a value greater than \$250,000 during the reporting period of October 1, 2016 to December 31, 2016. The table includes a description of the contract, name of the contractor and the contractor's location at time of award.

Contracting Activity Hebron Project Q4 2016		
Description	Contractor	Contractor Location (NL, OC, NC)
EMCP/EMCE CONTRACTS		
Ice Reconnaissance Services	PAL Aerospace	NL
Deck Services	Crosbie Salamis Ltd.	NL
Provision of Inspection Services	SNC Lavalin Industrial Atlantic Inc.	NL
Casing and Cementing Accessories	Halliburton	NL
Well Tracers	Tracerco	OC
Technical Support Services	Quest Global Services	NC
KKC CONTRACTS		
Marine Outfitting (De-outfitting of BP Barge)	Aecon	OC

5.0 Other Interests

EMCP Funds Petty Harbour Mini Aquarium's Marine Legacy Program

During Q4 2016, EMCP donated \$10,000 to the Petty Harbour Mini Aquarium to support the organization's marine education efforts.

The contribution will be used to support operations of the Mini Aquarium and will allow it to provide meaningful career experience for young minds in the field of marine science.



Carolyn Barnes, Hebron Safety, Security, Health and Environmental Supervisor, taking part in the Release Party 2016 at the Petty Harbour Mini Aquarium

Hebron funds local schools

The Hebron Project's annual Bull Arm back to school cash drive raised \$3700 thanks to generous donations by workers at Bull Arm. During Q4, the funds were donated to Clarenville High School and will help cover the cost of school supplies, field trips and extracurricular activities for students who may be challenged financially this school year.

EMCP also donated \$3000 for back to school assistance to students at Clarenville Middle School.



(L-R) Dan Thompson, ExxonMobil's GBS Site Construction Manager, presenting donation to Ian Davidson, Principal of Clarenville High School