

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name TEEKAY TANKERS LTD.		2 Issuer's employer identification number (EIN) 98-0558026	
3 Name of contact for additional information KENT ALEKSON	4 Telephone No. of contact +1 604 844 6654	5 Email address of contact INVESTOR.RELATIONS@TEEKAYTANKERS.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact SUITE NO 1778, 48 PAR-LA-VILLE ROAD		7 City, town, or post office, state, and Zip code of contact HAMILTON, HM 11 BERMUDA	
8 Date of action SEE BELOW		9 Classification and description COMMON SHARES	
10 CUSIP number Y8565N102	11 Serial number(s) N/A	12 Ticker symbol TNK	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **During the year ended 2013, Teekay Tankers Ltd. ("Teekay Tankers") declared the following cash distributions per share to the common shareholders of record on the dates specified below:**

Date of Record:	Amount per Share:	Date Paid:
March 4, 2013	\$0.03	March 11, 2013
May 20, 2013	\$0.03	May 28, 2013
July 19, 2013	\$0.03	July 31, 2013
October 16, 2013	\$0.03	October 25, 2013

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Dividends paid in excess of the current and accumulated earnings and profits of a corporation reduce the basis of the shares of the corporation pursuant to Internal Revenue Code ("IRC") §301(c)(2) and §316(a).**

Based on the current and accumulated earnings and profits of Teekay Tankers, the full amount of the distribution paid per share as of the dates of record should reduce the basis of each common shareholder as follows:

- \$0.03 per share on March 4, 2013
- \$0.03 per share on May 20, 2013
- \$0.03 per share on July 19, 2013
- \$0.03 per share on October 16, 2013

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Based on Teekay Tankers' current and accumulated earnings and profits, the full amount of the distributions paid per common share should reduce the basis of each common share held by each common shareholder on the dates of record.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **IRC §316 and §301(c)**

18 Can any resulting loss be recognized? ▶ **For U.S. federal income tax purposes, the distributions will not result in any tax loss for any common shareholders.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The reportable tax year is 2013. Shareholders as of the following dates of record should reduce the basis of each share held on those dates, by the following amounts per share:**

- \$0.03 per share for shareholders on March 4, 2013
- \$0.03 per share for shareholders on May 20, 2013
- \$0.03 per share for shareholders on July 19, 2013
- \$0.03 per share for shareholders on October 16, 2013


The reduction in basis is cumulative such that a shareholder who was a shareholder of record for all four distributions in 2013 would be required to reduce its basis by a total of \$0.12 per share.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ _____ Date ▶ _____

Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name SUSAN MCKILLIGAN	Preparer's signature 	Date 01/29/2014	Check <input type="checkbox"/> if self-employed	PTIN P01491547
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP	Firm's EIN ▶ 98-0189320		Phone no. 604 806 7000	
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