



VERESEN INC.

DISCLOSURE POLICY

1. Objective and Scope

The objective of this Disclosure Policy of Veresen Inc. (the "Company") is to ensure that communications with the investing public about the Company and any operating entity are:

- Complete, timely, factual and accurate in all material respects;
- Broadly disseminated in accordance with all applicable legal and regulatory requirements; and
- Fairly present the financial condition, results of operations and cashflows of the Company and its operating entities.

This Disclosure Policy confirms in writing the Company's existing disclosure policies and practices. Its goal is to raise awareness of the Company's approach to disclosure among the Board of Directors (the "Board"), senior management and employees and all other insiders of the Company.

This Disclosure Policy extends to all employees of the Company, the Board, those authorized to speak on behalf of the Company and all other insiders of the Company, including the directors and officers of all subsidiaries of the Company. It covers financial and non-financial disclosures in documents filed with securities regulators, including management's discussion and analysis (MD&A) and written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders of the Company, presentations by senior management and information contained on the Company's website and other electronic communications. It extends to oral statements made in meetings, telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

2. Disclosure Policy Committee

The Board has established a Disclosure Policy Committee (the "Committee") responsible for all regulatory disclosure requirements and for overseeing the Company's disclosure practices. The Committee consists of the President and Chief Executive Officer, Senior Vice President, Finance and Chief Financial Officer and the Senior Vice President, General Counsel and Secretary of the Company.

The Committee shall be kept fully apprised of all pending material Company developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that material information should remain confidential, the Committee will determine how that inside information will be controlled.

The Committee will identify appropriate industry and internal benchmarks for a preliminary assessment of materiality. Guided by these benchmarks the Committee will use experience and judgment to determine the timing for public release of material information. The Committee is responsible for ensuring appropriate systems, processes and controls for disclosure are in place and will review all news releases and public disclosure documents prior to their release or filing,

including the Company's MD&A. The Committee will meet quarterly or as conditions dictate and the Senior Vice President, General Counsel and Secretary will keep records of these meetings.

The Committee will review and update, if necessary, this Disclosure Policy annually or more frequently as needed to ensure compliance with regulatory requirements is maintained. The Committee will report to the Board quarterly. Prior to disclosure, the Committee shall also report to the Audit Committee of the Board with respect to any matter relating to the disclosure of material financial information. The Committee is also responsible for ensuring that Company spokespersons receive adequate training.

3. Principles of Disclosure of Material Information

Material information is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. In complying with the requirement to immediately disclose all material information under applicable laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:

- (a) Material information shall include "material facts" and "material changes". A "material fact" includes any information concerning the Company or its shareholders which significantly affects, or could reasonably be expected to have a significant effect, on the market price or value of the securities of the Company. A "material change" includes any change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the securities of the Company.
- (b) Material information will be publicly disclosed immediately via news release, subject to (c) below.
- (c) In certain circumstances, the Committee, by performing a reasonable evaluation of the potential impact of an event on the Company as compared to the impact on the market or a reasonable investor, may determine that such disclosure would be unduly detrimental to the Company (for example, if release of the information would prejudice negotiations of a potential transaction). In such a case, the information will be kept confidential until the Committee determines it is appropriate to publicly disclose. In these circumstances, the Committee will cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential (see "Rumors"). If the review results in a decision to continue to keep the information confidential a written advisory will be submitted to the applicable securities regulators within 10 days of the original filing and every 10 days thereafter until the Board rejects that decision. If the Committee becomes aware, or has reasonable grounds to believe, that persons or companies are purchasing or selling securities of the Company with knowledge of the material change that has not been generally disclosed, the information will be promptly disclosed via news release and the material change report will be made public.
- (d) Disclosure must include any information the omission of which would make the rest of the disclosure misleading (half truths are misleading).

- (e) Unfavourable material information must be disclosed as promptly and completely as favourable material information.
- (f) There must be no selective disclosure of material information. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an investor meeting or during a telephone conversation with an analyst). If previously undisclosed material information is inadvertently disclosed, this information must be broadly disclosed immediately via news release. Disclosure to analysts cannot be protected by a confidentiality agreement.
- (g) Disclosure should be consistent among all audiences, including the investment community, the media, customers and employees.
- (h) Disclosure on the Company's website alone does not in and of itself constitute adequate disclosure of material information.
- (i) Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure contained a material error at the time it was given.

4. Trading Restrictions and Blackout Periods

It is unethical and illegal for anyone with knowledge of material information affecting a publicly traded entity that has not been publicly disclosed to purchase or sell securities of that entity. It is also illegal for anyone to inform any other person of material non-public information, except in the necessary course of business. Therefore, insiders, employees and other persons in a "special relationship" (as defined in applicable securities legislation) with the Company with knowledge of confidential and/or material information about the Company or counter-parties in negotiations of potentially material transactions are prohibited from trading securities of the Company (including Share Appreciation Rights ("SARs"), if any) until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated.

Insiders are personally responsible for filing accurate and timely insider trading reports with the System for Electronic Disclosure by Insiders (SEDI). Insiders are required to provide a copy of all insider reports to the Senior Vice President, General Counsel and Secretary or other designated person concurrent with their filing with regulatory authorities.

Trading blackout periods will apply to all employees, officers and directors of the Company and any subsidiaries of the Company, during periods when financial statements are being prepared but results have not yet been publicly disclosed. The trading blackout with respect to the annual financial statements will commence on the 1st day of February each year and end on the second day following the issuance of a news release disclosing the annual financial results. For the first, second and third fiscal quarters, trading blackouts will commence on the sixteenth day following the end of a quarter and end on the second day following the issuance of a news release disclosing quarterly financial results.

Blackout periods may be prescribed from time to time by the Committee as a result of special circumstances relating to the Company when insiders would be precluded from trading in its securities. All parties with knowledge of such special circumstances should be covered by the blackout. These parties may include external advisors such as legal counsel, investment bankers,

investor relations consultants and other professional advisors, and counter-parties in negotiations of material potential transactions.

All directors and officers of the Company are prohibited from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the officer or director.

To protect the reputation of the Company and avoid the appearance of impropriety, all directors, officers and other insiders of the Company and any operating entities are required to pre-clear all proposed trades in the Company's securities (including the exercise of SARs) with the Senior Vice President, General Counsel and Secretary or other designated officer of the Company.

The acquisition or disposition of securities of the Company pursuant to automated, regular purchases under the Company's:

- (a) Premium DividendTM and Dividend Reinvestment Plan; or
- (b) employee savings plan;

will be exempt from any trading restrictions and blackout periods in this Disclosure Policy, however any decision to participate or discontinue participation in the Company's Premium DividendTM and Dividend Reinvestment Plan, or decision to acquire or dispose of securities of the Company under the Company's employee savings plan, is considered an investment decision that must be made in compliance with this Disclosure Policy. Insiders who trade in securities of the Company under the Company's Premium DividendTM and Dividend Reinvestment Plan or the employee savings plan must file appropriate insider trading reports with SEDI in respect of such trades.

TM Denotes trademark of Canaccord Genuity Corp.

5. Maintaining Confidentiality

Any director, officer or employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the necessary course of business. Efforts will be made to limit access to confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Outside parties privy to undisclosed material information concerning the Company will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in the Company's securities until the information is publicly disclosed. Such outside parties will confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of confidential information, the following procedures should be observed at all times:

- (a) Documents and files containing confidential information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business. Code names should be used if necessary.

- (b) Confidential matters should not be discussed in places where the discussion may be overheard.
- (c) Confidential matters should not be discussed on cell phones or other wireless devices.
- (d) Confidential documents should not be displayed in public places and should not be discarded where others can retrieve them.
- (e) Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- (f) Transmission of documents by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
- (g) Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
- (h) Access to confidential electronic data should be restricted through the use of passwords.

6. Designated Spokespersons

The Company shall designate a limited number of spokespersons with authority for communication with the investment community, regulators and the media. The President and Chief Executive Officer and Senior Vice President, Finance and Chief Financial Officer shall be the official spokespersons for the Company. Individuals holding these offices may, from time to time, designate others within the Company with authority to speak on behalf of the Company as back-ups or to respond to specific inquiries.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries are to be referred to the President and Chief Executive Officer or the Senior Vice President, Finance and Chief Financial Officer.

7. News Releases

Once the Committee determines that a development should be considered material information, it will authorize the issuance of a news release unless the Committee determines that such developments must remain confidential for the time being. If developments are to remain confidential, appropriate confidential filings must be made and control of the material information must be instituted. Should a material statement be inadvertently made public, the Company will immediately issue a news release to fully disclose that information.

News releases containing earnings guidance and financial results will be reviewed by the Audit Committee or Board prior to issuance. Interim and annual financial results will be publicly released immediately following Audit Committee or Board approval.

If the Toronto Stock Exchange ("TSX"), or any other exchange upon which the Common Shares or other securities of the Company are listed, is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to its market surveillance division to enable a trading halt, if deemed necessary by the TSX. If a news release announcing material information is issued outside of trading hours, market surveillance must be notified promptly and in any event before the market reopens.

News releases will be disseminated through an approved news wire service that provides simultaneous national distribution. Full-text news releases will be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media, and the local media in Calgary, where the Company has its head office.

News releases will be posted on the Company's website immediately after confirmation of dissemination over the news wire. The website will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

8. Conference Calls and Webcasts

Conference calls, webcasts or other similar events may be held to review quarterly and annual results and major developments in respect of the Company. The event will be preceded by a news release containing all relevant material information. At the beginning of the event, a Company spokesperson will provide appropriate cautionary language with respect to any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a discussion of the risks and uncertainties applicable to the news.

The Company will provide advance notice of the conference call and webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the event. These details will be provided on the Company's website. In addition, the Company may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the website for subsequent view.

An audio tape replay of the event will be made available for a minimum of seven days and an archive of the event and/or transcript will be made available on the Company's website for a minimum of 90 days.

The Committee will hold a debriefing meeting immediately after the event if there is a concern that selective disclosure of previously undisclosed material information has occurred. If it is determined that selective disclosure has occurred, the Company will immediately disclose the information broadly via news release.

9. Rumours

The Company does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Company's spokespersons will respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation."

Should the TSX request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the securities of the Company, the Committee will consider the matter and decide whether to make a policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and the Company will immediately issue a news release disclosing the relevant material information.

10. Contacts with Analysts, Investors and the Media

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Company intends to announce material information at an analyst meeting, shareholder meeting, press conference, conference call, webcast or other similar event, the announcement must be preceded by a news release.

The Company recognizes that meetings with analysts and significant investors are an important element of its investor relations program. The Company will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Disclosure Policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.

The Company will provide only non-material information through individual and group meetings, in addition to publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

The Company will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors and may post this information on its website.

Spokespersons will keep notes of telephone conversations with analysts and investors and where practicable more than one Company representative will be present at all individual and group meetings. A debriefing will be held after these meetings if there is a concern that selective disclosure of previously undisclosed material information has occurred. If it is determined that selective disclosure has occurred, the Company will immediately disclose the information broadly via news release.

Nothing in this Disclosure Policy shall be taken to restrict the Company from sharing confidential material information with ratings agencies, such as Dominion Bond Rating Service Limited and Standard & Poor's Ratings Services, in advance of public disclosure of such information, subject to appropriate measures being taken to maintain the confidentiality of such information as provided under "Maintaining Confidentiality".

11. Reviewing Analyst Reports and Financial Models

Upon request, the Company may review analysts' draft research reports for factual accuracy based on publicly disclosed information. The Company will not review financial models provided by analysts. Except as already publicly disclosed, the Company will not confirm, or attempt to influence, analysts' opinions or conclusions and will not express comfort with the analysts' estimates.

To avoid appearing to endorse an analyst's report or model, the Company will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

12. Limits on Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing links to them, may be viewed as an endorsement by the Company of the reports. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company or generally to employees of the Company, including posting such reports on its website. Notwithstanding the foregoing, the Company may distribute analyst reports to directors and officers of the Company or its subsidiaries to monitor the communications of the Company and to assist them in understanding how the marketplace values the Company and how developments in respect of the Company affect the analysis. Analyst reports may also be provided to the Company's financial and professional advisors in the necessary course of business. The Company may post on its website a complete listing, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, this list will not include links to the analysts' or any other third party websites or publications.

13. Forward-Looking Information

A consistent approach to disclosure is important. Should the Company elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- (a) All material forward-looking information will be broadly disseminated via news release;
- (b) The information will be clearly identified as forward looking;
- (c) The Company will identify material assumptions used in the preparation of the forward-looking information;
- (d) The information will be accompanied by a statement that identifies, or directs readers to publicly available documents, which in each case outline the specific risks and uncertainties that may cause the actual results to differ materially from those contained in the statement;
- (e) The information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome;
- (f) The information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date, and the Company disclaims any intention to update or revise this statement of forward-looking information, whether as a result of new information, future events or otherwise; and
- (g) Once disclosed, the Company's practice for updating forward-looking information will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks.

If the Company has issued a forecast or projection in connection with an offering document, the Company will update that forecast or projection periodically as required by applicable law and policies in effect from time to time.

14. Providing Guidance

The Company may, through its regular public dissemination of quantitative and qualitative information, provide guidance that can be used by analysts and investors to develop their own expectations. The Company will not otherwise confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' financial models and earnings estimates.

If the Company has determined that it will be reporting results materially below or above publicly held expectations, it will disclose this information in a news release (see "Forward-Looking Information").

15. Quiet Periods

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe quiet periods prior to quarterly or annual financial announcements or when material changes are pending. Regular quiet periods will commence on the first day following the end of a quarter and end immediately after the issuance of a news release disclosing results for the quarter or fiscal year just ended.

During a quiet period, the Company will not initiate any meetings or telephone contacts with analysts and investors, but will respond to unsolicited inquiries concerning factual matters. If the Company is invited to participate, during a quiet period, in investment meetings or conferences organized by others, the Committee will determine, on a case-by-case basis, if it is advisable to accept these invitations. If accepted, extreme caution will be exercised to avoid selective disclosure of any material, non-public information.

16. Disclosure Record

Commencing with the implementation of this Disclosure Policy, the Company will maintain a five-year record of all public information about the Company, including continuous disclosure documents, news releases, transcripts or tape recordings of conference calls, webcasts or other similar events and notes from meetings and telephone conversations with analysts and investors.

17. Responsibility for Electronic Communications

This Disclosure Policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures are also responsible for electronic communications.

The Senior Vice President, Finance and Chief Financial Officer is responsible for updating the investor relations section of the Company's website and, along with the Senior Vice President, General Counsel and Secretary for monitoring all Company information placed on the website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.

Disclosure on the Company's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the website will be preceded by the issuance of a news release.

All continuous disclosure documents will be provided in the Financial Reports and Filings section of the Company's website. All information posted, including text and audiovisual material, will show the date the material was issued. Any material changes in information must be updated immediately, following issuance of a news release. The website will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures.

The Senior Vice President, Finance and Chief Financial Officer, or another individual designated by the Company, will maintain a log indicating the date that material information is posted and/or removed from the Investor Relations section of the website. Documents filed with securities regulators will be maintained on the website for a minimum two years.

The Senior Vice President, Finance and Chief Financial Officer, or other designated individual, must approve all links from the Company website to third party websites. The website will include a notice that advises readers they are leaving the Company's website and that the Company is not responsible for the contents of the other site.

The Senior Vice President, Finance and Chief Financial Officer will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with this Disclosure Policy shall be used to respond to electronic inquiries.

In accordance with this Disclosure Policy, employees (including designated spokespersons) are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Company's activities or its securities.

18. Communication, Education and Enforcement

This Disclosure Policy extends to all employees of the Company, the Board, those authorized to speak on behalf of the Company and all other insiders of the Company, including the directors, officers and employees of all subsidiaries of the Company. New directors, officers and employees of the Company and all others subject to this Disclosure Policy, will be provided with a copy of this Disclosure Policy and educated about its importance. This Disclosure Policy will be posted on the Company's website and changes will be communicated to all employees.

Any employee who violates this Disclosure Policy may face disciplinary action up to and including termination of employment with the Company without notice. The violation of this Disclosure Policy may also violate certain securities laws, which could expose directors, officers or employees to personal liability. If it appears that an employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.

Adopted March 8, 2006, and revised May 7, 2009, January 1, 2011, January 1, 2012 and June 1, 2012.