VERESEN INC.

Annual Meeting of Shareholders

May 6, 2015

REPORT OF VOTING RESULTS

National Instrument 51-102 – Continuous Disclosure Obligations (Section 11.3)

Each of the following matters was put to a vote by show of hands at the Annual Meeting of Shareholders of Veresen Inc.

Matter Voted Upon	Outcome of Vote	Votes For	Votes Withheld
The election of each of the following persons as directors of Veresen Inc. until the next annual meeting of shareholders or until his or her successor is duly elected or appointed:			
Don Althoff	Approved	142,684,204 (99.89%)	153,372 (0.11%)
J. Paul Charron	Approved	139,687,412 (97.79%)	3,150,164 (2.21%)
Maureen E. Howe	Approved	142,527,978 (99.78%)	309,598 (0.22%)
Robert J. Iverach	Approved	139,929,538 (97.96%)	2,908,038 (2.04%)
Rebecca A. McDonald	Approved	142,664,063 (99.88%)	173,513 (0.12%)
Stephen W.C. Mulherin	Approved	139,781,712 (97.86%)	3,055,864 (2.14%)
Henry W. Sykes	Approved	142,737,562 (99.93%)	100,014 (0.07%)
Bertrand A. Valdman	Approved	140,218,617 (98.17%)	2,618,959 (1.83%)
Thierry Vandal	Approved	142,745,026 (99.94%)	92,550 (0.06%)
The appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of Veresen Inc. to hold office until the next annual meeting of shareholders.	Approved	142,136,283 (97.87%)	3,086,945 (2.13%)

		Votes For	Votes Against
The ordinary resolution, the full text of which is set forth on page 14 of the Information Circular of Veresen Inc. dated March 16, 2015, to ratify and confirm an advance notice bylaw relating to the advance notice of nominations of directors.	Approved	141,266,654 (98.90%)	1,570,922 (1.10%)