

VERESEN INC.

Annual Meeting of Shareholders

May 3, 2017

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.

| <u>Matter Voted Upon</u> | <u>Outcome of Vote</u> | <u>Votes For</u> | <u>Votes Withheld</u> |
|---|------------------------|-------------------------|-----------------------|
| 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 | 171,719,434 (99.93%) | 127,726 (0.07%) |
| Doug Arnell | Approved | 171,599,971 (99.86%) | 247,189 (0.14%) |
| J. Paul Charron | Approved | 170,585,455 (99.27%) | 1,261,705 (0.73%) |
| Maureen E. Howe | Approved | 171,725,593 (99.93%) | 121,567 (0.07%) |
| Rebecca A. McDonald | Approved | 171,634,922 (99.88%) | 212,238 (0.12%) |
| Stephen W.C. Mulherin | Approved | 169,657,083 (98.73%) | 2,190,077 (1.27%) |
| Henry W. Sykes | Approved | 168,591,513 (98.11%) | 3,255,647 (1.89%) |
| Bertrand A. Valdman | Approved | 170,163,511 (99.02%) | 1,683,649 (0.98%) |
| Thierry Vandal | Approved | 171,664,085 (99.89%) | 183,075 (0.11%) |
| The appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of Veresen Inc. to hold office until the next annual meeting of shareholders. | Approved | 169,680,820 (97.63%) | 4,125,736 (2.37%) |
| | | <u>Votes For</u> | <u>Votes Against</u> |
| The ordinary resolution, the full text of which is set forth on page 14 of the Information Circular of Veresen Inc. dated March 14, 2017, to approve the continuation and the amendment and restatement of the Shareholder Rights Plan. | Approved | 165,102,934 (96.08%) | 6,744,226 (3.92%) |