**PENGROWTH ENERGY CORPORATION**

**ANNUAL MEETING OF SHAREHOLDERS**

**JUNE 23, 2015**

**REPORT OF VOTING RESULTS**

Section 11.3 of National Instrument 51-102 *Continuous Disclosure Obligations*

| Business Conducted at the Meeting | Outcome of Vote |
|---|---|
| 1. The approval of an ordinary resolution appointing KPMG LLP, Chartered Accountants, as auditors of Pengrowth Energy Corporation (the "**Corporation**") for the ensuing year, at a remuneration to be determined by the Board of Directors of the Corporation. | **PASSED**<br>329,866,419 (96.81%) For<br>10,857,004 (3.19%) Withheld |
| 2. The approval of an ordinary resolution electing the following nominees as directors of the Corporation for the ensuing year or until their successors are elected or appointed: | |

| Nominee | Votes For | | Votes Withheld | |
|---|---|---|---|---|
| Derek W. Evans | 221,465,272 | (97.31%) | 6,123,688 | (2.69%) |
| John B. Zaozirny | 216,178,548 | (94.99%) | 11,410,412 | (5.01%) |
| Margaret L. Byl | 222,155,780 | (97.61%) | 5,433,179 | (2.39%) |
| Wayne K. Foo | 221,860,158 | (97.48%) | 5,728,801 | (2.52%) |
| Kelvin B. Johnston | 221,879,063 | (97.51%) | 5,675,898 | (2.49%) |
| James D. McFarland | 219,649,807 | (96.53%) | 7,905,154 | (3.47%) |
| Michael S. Parrett | 221,785,168 | (97.46%) | 5,769,792 | (2.54%) |
| A. Terence Poole | 217,312,148 | (95.50%) | 10,242,812 | (4.50%) |
| Jamie C. Sokalsky | 222,089,278 | (97.58%) | 5,499,682 | (2.42%) |
| D. Michael G. Stewart | 221,341,358 | (97.25%) | 6,247,601 | (2.75%) |

| | |
|---|---|
| 3. The approval of a resolution to accept the Corporation's approach to executive compensation ("**Say on Pay**"). | **PASSED**<br>206,301,070 (90.66%) For<br>21,253,794 (9.34%) Against |