



# KINDER MORGAN CANADA LIMITED

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## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, AUGUST 30, 2018

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*To our shareholders:*

The special meeting (the “**Meeting**”) of the holders of restricted voting shares (“**Restricted Voting Shares**”), special voting shares (“**Special Voting Shares**”), cumulative redeemable minimum rate reset Preferred Shares, Series 1 (“**Series 1 Preferred Shares**”) and cumulative redeemable minimum rate reset Preferred Shares, Series 3 (“**Series 3 Preferred Shares**” and, together with Series 1 Preferred Shares, “**Preferred Shares**”) of Kinder Morgan Canada Limited (the “**Company**”) will be held in the Grand Ballroom of the Metropolitan Conference Centre, 333—4<sup>th</sup> Ave S.W., Calgary, Alberta, on Thursday, August 30, 2018, at 9:00 a.m. (Calgary time), for the following purposes, as described in the accompanying information circular and proxy statement (the “**proxy statement**”):

- to consider, and, if deemed advisable, to approve, with or without variation, a special resolution (the “**Transaction Resolution**”), the full text of which is included as Appendix A to the accompanying proxy statement, approving the sale of all or substantially all of the property of the Company other than in the ordinary course of business to Her Majesty in Right of Canada (the “**Purchaser**”) pursuant to the share and unit purchase agreement dated May 29, 2018 among Kinder Morgan Cochin ULC, the Purchaser, the Company and Kinder Morgan, Inc.; and
- to consider such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

**The board of directors of the Company has unanimously determined that the proposed sale is fair and in the best interests of the Company, and unanimously recommends that shareholders vote *FOR* the Transaction Resolution. The Transaction Resolution must be approved by a majority of not less than two-thirds of the votes cast by shareholders, voting together as a single class, present in person or represented by proxy at the Meeting.**

Holders of Restricted Voting Shares, Special Voting Shares and Preferred Shares as of the close of business on July 23, 2018, the record date, are entitled to receive notice of and to vote, together as a single class, at the Meeting. A list of all registered holders entitled to vote is on file at our principal offices at Suite 2700, 300—5<sup>th</sup> Avenue S.W., Calgary, Alberta, and will be available for inspection by any shareholder for any purpose germane to the Meeting during the Meeting and during business hours for ten (10) days prior to the Meeting.

Even if you plan to attend the Meeting in person, please cast your vote in advance as soon as possible using one of the methods described in the accompanying proxy statement. You may vote over the Internet or by telephone or by mailing a completed proxy card or voting instruction form, as applicable, all as described in the accompanying proxy statement. In order to be valid, proxy cards and votes cast over the Internet and by telephone must be received not less than 48 hours (excluding weekends and holidays) before the time set for the Meeting or any adjournment thereof. If you hold your shares in street name, then you should follow the instructions on the voting instruction form provided by your broker or other intermediary with respect to the procedures to be followed for voting at the Meeting. Any shareholder attending the Meeting who presents appropriate documentation described in the accompanying proxy statement may revoke an earlier vote by proxy and vote in person.

IF YOU PLAN TO ATTEND:

Please note that space constraints make it necessary to limit attendance to shareholders. Guests of shareholders will not be admitted. Admission to the Meeting will be on a first-come, first-served basis. Registration will begin at 8:00 a.m. (Calgary time), and seating will begin at 8:30 a.m. (Calgary time). **Shareholders will be asked to present valid picture identification, such as a driver's license or passport. Shareholders holding Restricted Voting Shares, Special Voting Shares or Preferred Shares in brokerage accounts will also need to bring the voting instruction form that they received from their broker or other intermediary in connection with the Meeting, or a copy of a brokerage statement reflecting ownership of Restricted Voting Shares, Special Voting Shares or Preferred Shares as of the record date.** Cameras, recording devices and other electronic devices will not be permitted at the Meeting.

By order of the Board of Directors,

A handwritten signature in black ink that reads "Steven J. Kean". The signature is written in a cursive, flowing style.

July 27, 2018  
Calgary, Alberta

Steven J. Kean  
*Chairman and Chief Executive Officer*