



**INTER PIPELINE LTD.**

**ANNUAL INFORMATION FORM**

**FOR THE YEAR ENDED DECEMBER 31, 2018**

February 14, 2019

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### SCHEDULES

- SCHEDULE "A" – GLOSSARY OF TERMS
- SCHEDULE "B" – ABBREVIATIONS AND CONVERSIONS
- SCHEDULE "C" – AUDIT COMMITTEE TERMS OF REFERENCE

### PRESENTATION OF INFORMATION

Unless otherwise noted, the information contained in this Annual Information Form is given at or for the year ended December 31, 2018. Amounts are expressed in Canadian dollars unless otherwise indicated. Financial information is presented in accordance with Canadian generally accepted accounting principles ("**GAAP**") applicable to public enterprises at the relevant time, which, for certainty, is International Financial Reporting Standards applicable to public enterprises.

Unless the context indicates otherwise, a reference in this Annual Information Form to "**Inter Pipeline**", the "**Corporation**" or the "**Company**" includes Inter Pipeline Ltd. and its material subsidiaries through which its various business operations are conducted, as the context requires.

Certain portions of Inter Pipeline's audited consolidated financial statements ("**Financial Statements**") and Management's Discussion and Analysis ("**MD&A**") for the year ended December 31, 2018 are incorporated by reference into this Annual Information Form as indicated herein. The Financial Statements and MD&A are available on SEDAR at [www.sedar.com](http://www.sedar.com).

Certain terms used in this Annual Information Form which are capitalized and not otherwise defined have the meanings set forth in Schedule "A" – "Glossary of Terms" attached hereto and certain abbreviations and conversions are set forth in Schedule "B" – "Abbreviations and Conversions" attached hereto.

## FORWARD-LOOKING INFORMATION

*Certain information contained herein may constitute forward-looking statements that involve known and unknown risks, assumptions, uncertainties and other factors. Forward-looking statements in this Annual Information Form include, but are not limited to, statements regarding (i) the timing, costs and completion or in-service dates of Inter Pipeline's current and future projects, (ii) the design and continued construction of the Heartland Petrochemical Complex and Central Utility Block and estimates of volume of polypropylene to be produced by the PP Plant, (iii) the ability of Inter Pipeline to successfully market available surplus capacity on its pipeline systems to new shippers, and (iv) the likelihood of renewal of Inter Pipeline land leases and associated rights upon expiry. Readers are cautioned not to place undue reliance on forward-looking statements, as such statements are not guarantees of future performance. Inter Pipeline in no manner represents that actual results, levels of activity and achievements will be the same in whole or in part as those set out in the forward-looking statements herein. Such information, although considered reasonable by Inter Pipeline at the time of preparation, may later prove to be incorrect and actual results may differ materially from those anticipated in the statements made. For this purpose, any statements that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements often contain terms such as "may", "will", "should", "anticipate", "expects" and similar expressions. Such assumptions, risks, uncertainties and other factors include, but are not limited to, risks and assumptions associated with operations, such as Inter Pipeline's ability to successfully implement its strategic initiatives and achieve expected benefits, including the further development of its pipeline systems and other facilities or projects including the construction of the Heartland Petrochemical Project; assumptions concerning operational reliability; Inter Pipeline's ability to maintain its investment grade credit ratings; the availability and price of labour, equipment and construction materials; the status, credit risk and continued existence of customers having contracts with Inter Pipeline and its affiliates; availability of energy commodities; volatility of and assumptions regarding prices of energy commodities; competitive factors, including competition from third parties in the areas in which Inter Pipeline operates or intends to operate, pricing pressures and supply and demand in the natural gas, propane and oil transportation, natural gas liquids extraction and storage industries; assumptions based upon Inter Pipeline's current guidance including projected future EBITDA levels; fluctuations in currency and interest rates; inflation; the ability to access sufficient capital from internal and external sources including debt and equity capital; risks and uncertainties associated with Inter Pipeline's ability to maintain its current level of cash dividends to its shareholders; risks inherent in Inter Pipeline's Canadian and foreign operations; risks of war, hostilities, civil insurrection, instability and political and economic conditions in or affecting countries in which Inter Pipeline and its affiliates operate; severe weather conditions; terrorist threats; risks associated with technology; Inter Pipeline's ability to generate sufficient cash flow from operations to meet its current and future obligations; general economic and business conditions; the potential delays of and costs of overruns on construction projects, including, but not limited to Inter Pipeline's current projects and future expansions of Inter Pipeline's pipeline systems; risks associated with the failure to finalize formal agreements with counterparties in circumstances where letters of intent or similar agreements have been executed and announced by Inter Pipeline; Inter Pipeline's ability to make capital investments and the amounts of capital investments; changes in laws and regulations, including environmental, regulatory and taxation laws, and the interpretation of such changes to Inter Pipeline's business; the risks associated with existing and potential or threatened future lawsuits and regulatory actions against Inter Pipeline and its affiliates; increases in maintenance, operating or financing costs; availability of adequate levels of insurance; difficulty in obtaining necessary regulatory approvals or land access rights and maintenance of support of such approvals and rights; the realization of the anticipated benefits of acquisitions; and such other risks and uncertainties described from time to time in Inter Pipeline's reports and filings with the Canadian securities authorities. The impact of any one assumption, risk, uncertainty or other factor on a particular forward-looking statement cannot be determined with certainty, as these are interdependent and Inter Pipeline's future course of action depends on management's assessment of all information available at the relevant time. **Readers are cautioned that the foregoing list of assumptions, risks, uncertainties and factors is not exhaustive. See "Risk Factors". The forward-looking statements contained in this Annual Information Form are made as of the date of this document and, except to the extent expressly required by applicable securities laws and regulations, Inter Pipeline assumes no obligation to update or revise forward-looking statements made herein or otherwise, whether as a result of new information, future events, or otherwise. The forward-looking statements contained in this document and all subsequent forward-looking statements, whether written or oral, attributable to Inter Pipeline or persons acting on Inter Pipeline's behalf are expressly qualified in their entirety by these cautionary statements.***

## NON-GAAP FINANCIAL MEASURES

This Annual Information Form and certain documents incorporated by reference herein make reference to certain financial measures that are not recognized by GAAP. Non-GAAP financial measures do not have standardized meanings prescribed by GAAP and therefore may not be comparable to similar measures presented by other issuers. Investors are cautioned that these non-GAAP financial measures should not be construed as alternatives to other measures of financial performance calculated in accordance with GAAP. For information regarding the non-GAAP financial measures used by Inter Pipeline, see "Non-GAAP Financial Measures" in Inter Pipeline's MD&A for the year ended December 31, 2018, which section is incorporated by reference herein. The Financial Statements and MD&A are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## CORPORATE STRUCTURE

### Name, Address and Incorporation

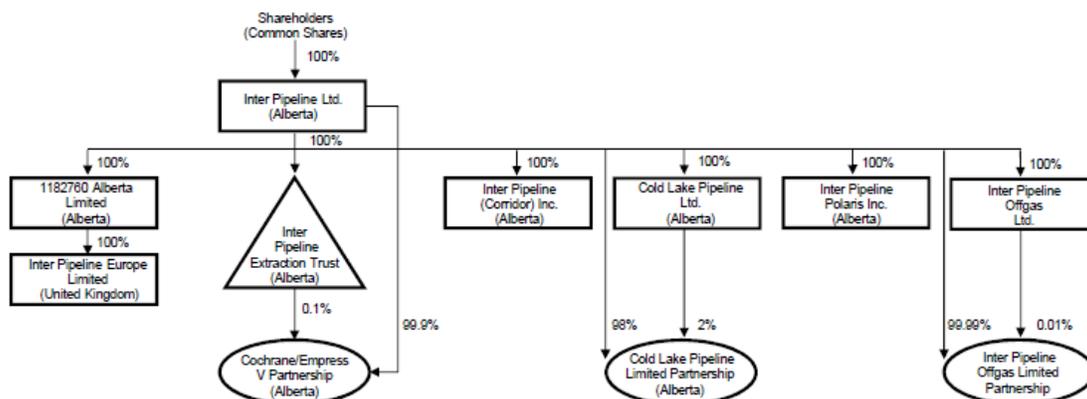
Inter Pipeline Ltd.

Head and Registered Office:  
Suite 3200, 215 – 2<sup>nd</sup> Street S.W.  
Calgary, Alberta T2P 1M4

Inter Pipeline was formed under the *Business Corporations Act* (Alberta) (the "**ABCA**") pursuant to an amalgamation on September 2, 2013 and is the corporate successor of Inter Pipeline Fund, a limited partnership formerly established under the laws of Alberta.

### Intercorporate Relationships

The following chart sets forth the ownership structure of Inter Pipeline and the intercorporate relationships among Inter Pipeline and certain of its subsidiaries. The chart does not include all subsidiaries of Inter Pipeline. The assets and revenues of such excluded subsidiaries do not exceed 10% individually, or 20% in the aggregate, of the total consolidated assets or total consolidated revenues of Inter Pipeline as at and for the year ended December 31, 2018. Also set forth is the percentage of votes attached to all voting securities of the subsidiary which are beneficially owned, or controlled or directed, directly or indirectly, by Inter Pipeline and where the subsidiary was incorporated, continued, formed or organized.



## GENERAL DEVELOPMENT OF THE BUSINESS

### Three Year History

The general development of Inter Pipeline's business over the last three completed financial years that includes events, such as acquisitions or dispositions, or conditions that have had an influence on that development, is described below.

#### *Board of Directors and Senior Management Changes*

On January 1, 2016, Jim Arsenych, the previous Vice President, Legal, was appointed Chief Compliance Officer and Anita Dusevic Oliva, the previous Senior Legal Counsel and Corporate Secretary, was appointed Vice President, Legal.

On March 1, 2016, Spil Kousiniotis joined Inter Pipeline as Vice President, Corporate Development.

On June 30, 2016, David Fesyk retired as Executive Vice Chairman of Inter Pipeline. Mr. Fesyk served as President and Chief Executive Officer of Inter Pipeline for over 16 years following its initial public offering in 1997.

On September 23, 2016, concurrent with the acquisition of Williams Canada, David Chappell joined Inter Pipeline as Senior Vice President, Petrochemical Development. Mr. Chappell was formerly the President of Williams Canada.

Effective January 1, 2017, Christian Bayle joined the board of directors.

Effective April 16, 2018, Megan Joyce was appointed to the role of Vice President, Human Resources and Richard Sawyer was appointed Vice President, EH&S and Technical Services.

Effective May 7, 2018, Lorne Brown retired as a director and Peter Cella, Julie Dill and Arthur Korpach joined the board of directors.

Effective February 10, 2019, David Fesyk resigned as a director of Inter Pipeline.

#### *Oil Sands Transportation Business Segment Developments*

##### *Joint Cold Lake and Polaris Pipeline System Developments*

###### *Canadian Natural*

In connection with the acquisition of the 15% interest in the Cold Lake pipeline system owned by Canadian Natural, described below under the heading *Cold Lake Pipeline System Developments*, Inter Pipeline entered into a long-term take-or-pay agreement with Canadian Natural to transport Diluent and Bitumen Blend for the Kirby North oil sands project. The agreement will require the construction of a new \$110 million pipeline connection to the Kirby North production facility owned by Canadian Natural which is expected to be in-service by mid-2019.

##### *Cold Lake Pipeline System Developments*

On December 16, 2016, Inter Pipeline acquired the 15% interest in the Cold Lake pipeline system owned by Canadian Natural for \$527.5 million, plus customary closing adjustments, consisting of \$350 million in cash and \$177.5 million through the issuance of 6,417,740 Inter Pipeline common shares. As a result of the acquisition, Inter Pipeline now owns a 100% interest in the Cold Lake pipeline system.

##### *Pembina and North West Redwater Partnership*

In the first quarter of 2016, Inter Pipeline entered into two long-term connection agreements to further enhance the delivery and receipt options of its oil sands pipeline systems with Pembina Pipeline and North West Redwater Partnership. Inter Pipeline invested approximately \$22 million with respect to these projects, which entered into commercial service in July, 2017.

### ***Conventional Oil Pipelines Business Segment Developments***

In the fourth quarter of 2016, Inter Pipeline announced the completion of a 400,000 bbl storage tank expansion at its Kerrobert terminal on the Mid-Saskatchewan pipeline system at a cost of approximately \$59 million. The tanks will be used for both operational and merchant storage.

In the fourth quarter of 2016, Inter Pipeline announced the execution of a 10-year agreement with CHS Inc. ("**CHS**") for the transportation of approximately 32,500 b/d of crude oil on the Bow River pipeline system effective January 1, 2017.

In the third quarter of 2018, Inter Pipeline announced the approval of an \$82 million expansion of the Stettler Crude Oil terminal to service growing light oil production from the East Duvernay basin.

### ***NGL Processing Business Segment Developments***

#### *Williams Canada Acquisition*

On September 23, 2016, Inter Pipeline acquired the outstanding shares of Williams Canada for aggregate cash consideration of \$1.35 billion, plus customary closing adjustments, from The Williams Companies International Holdings B.V. and Williams Energy Canada LP pursuant to two share purchase agreements dated August 8, 2016.

#### *Heartland Petrochemical Complex*

On December 18, 2017, Inter Pipeline announced its final investment decision for an integrated propane dehydrogenation and polypropylene complex ("**Heartland Petrochemical Complex**") that will convert locally sourced, low-cost propane into 525,000 tonnes per year of polypropylene, an easy to transport plastic used in the manufacturing of a wide range of finished products. The total capital cost to complete the development and construction of the Heartland Petrochemical Complex is estimated to be approximately \$3.5 billion and construction is expected to be complete by late 2021. In addition, Inter Pipeline will construct a central utility block to supply the Heartland Petrochemical Complex with electricity, steam and other utilities ("**Central Utility Block**").

During the third quarter of 2018, Inter Pipeline sold the Central Utility Block to Fengate Capital Management ("**Fengate**"), a privately held infrastructure and real estate investment firm. Under the terms of the sale, Inter Pipeline recovered all of its development capital and Fengate assumed responsibility for funding the Central Utility Block capital cost, currently estimated at \$600 million. Fengate also entered into long-term agreements to supply core utilities to the Heartland Petrochemical Complex in exchange for structured capital and operating recovery fee payments from Inter Pipeline. Inter Pipeline will manage construction and operation of the facility once in operation.

### ***Bulk Liquid Storage Business Segment Developments***

#### *Germany Expansion*

In the first quarter of 2016, work was substantially completed on the construction of six new storage tanks in Germany for a total cost of approximately \$9 million. These new tanks provide 57,000 bbls of chemical storage, with the majority of the new capacity contracted under multi-year agreements.

#### *United Kingdom Expansion*

In the third quarter of 2016, Inter Terminals executed two long-term contracts to provide a total of 175,000 bbls of new chemical storage capacity at its Seal Sands Terminal in the United Kingdom. Five new storage tanks were constructed at a cost of approximately \$27 million, and the new capacity was commissioned and came into service in early June, 2017.

#### *Acquisition in the UK and Netherlands*

On November 30, 2018, Inter Pipeline, through its European storage subsidiary, Inter Terminals, acquired 100% of the issued and outstanding shares of NuStar Energy, L.P.'s European subsidiaries for cash consideration of USD\$278.3 million. The acquisition increased Inter Terminals storage capacity by 9.1 million barrels, or 33 percent, to approximately 37 million barrels. Historically, this business has generated stable cash flow underpinned by cost-of-service and fee-based contracts with a diverse range of customers. The acquisition was funded by the net proceeds from a \$200 million common

share issuance that closed on November 7, 2018 and capacity available on Inter Pipeline's revolving credit facility.

### **Significant Acquisitions**

Inter Pipeline did not complete any significant acquisitions during its most recently completed financial year for which disclosure is required under Part 8 of National Instrument 51-102.

### **Potential Acquisitions, Issuance of Securities and Financings**

Inter Pipeline continues to evaluate potential acquisitions of petroleum transportation, NGL processing and bulk liquid storage assets, other energy infrastructure related assets and/or companies and other strategic acquisitions as part of its ongoing acquisition program. Inter Pipeline regularly evaluates potential acquisitions, which individually or together could be material. As of the date hereof, Inter Pipeline has not reached agreement on the price or terms of any potential material acquisition. Inter Pipeline cannot predict whether any current or future opportunities will result in one or more acquisitions for Inter Pipeline. Inter Pipeline may, in the future, issue securities in connection with acquisitions or otherwise and complete financings of equity or debt (which may be convertible into equity) for purposes that may include financing of acquisitions, Inter Pipeline's operations and capital expenditures and repayment of indebtedness. See "Possible Failure to Realize Anticipated Benefits of Acquisitions" and "Issues of Additional Common Shares; Dilution" in "Risk Factors" in the MD&A for the year ended December 31, 2018, which sections are incorporated by reference herein.

## DESCRIPTION OF THE BUSINESS

### General

Inter Pipeline is engaged in the business of petroleum transportation, NGL processing and bulk liquid storage through the ownership and operation of world scale energy infrastructure assets in western Canada and Europe.

Inter Pipeline has four operating business segments that are reportable segments: the oil sands transportation business; the NGL processing business; the conventional oil pipelines business; and the bulk liquid storage business.

The revenues for each of Inter Pipeline's four reportable segments for the years ended December 31, 2018 and 2017 are contained in the section "Performance Overview" in the MD&A for the year ended December 31, 2018, which section is incorporated by reference herein, and note 6 of the Financial Statements for the year ended December 31, 2018, which note is incorporated by reference herein.

### Oil Sands Transportation Business Segment

#### *Business Overview*

Inter Pipeline's oil sands transportation business segment involves the transportation of petroleum products and related blending and handling services in northern Alberta, and is comprised of the 100% owned Cold Lake, Corridor and Polaris pipeline systems. Oil sands transportation services are generally provided to shippers pursuant to long-term contracts that provide for a defined annual capital fee and the recovery of all or substantially all operating costs, and do not involve exposure to commodity price fluctuations. With the exception of the Cold Lake pipeline system as discussed below, such contracts do not involve exposure to throughput volumes.

#### *Cold Lake Pipeline System*

##### *System Overview*

The Cold Lake pipeline system is a Bitumen Blend and Diluent pipeline system which (i) gathers Bitumen Blend produced in the Cold Lake area of Alberta and transports it to major petroleum terminalling hubs at Edmonton and Hardisty, Alberta, and (ii) transports Diluent from the Strathcona region of Alberta to the Cold Lake area. The system has a current total Bitumen Blend throughput capacity of 1.2 million b/d and an ultimate total Bitumen Blend throughput capacity of 1.9 million b/d. Bitumen Blend storage capacity on the system is approximately 376,000 bbls. Inter Pipeline has installed surplus mainline capacity on the Cold Lake pipeline system which is available for new third party shippers, and Inter Pipeline continues to pursue development opportunities in this regard.

##### *Transportation Services*

The Cold Lake pipeline system has aggregate Bitumen Blend capacity commitments of approximately 604,000 b/d and transported approximately 578,900 b/d of Bitumen Blend in 2018, of which Imperial Oil, FCCL Partnership and Canadian Natural (collectively referred to as the "**Cold Lake Founders**") accounted for 34%, 40% and 24%, respectively.

Shipper	Project	Primary Term Expiration	Capacity Commitment (b/d)
FCCL Partnership	Foster Creek Narrows Lake	2034	500,000
Canadian Natural	Kirby South Kirby North <sup>(1)</sup>	Not disclosed	90,000
Osum	Orion	Not disclosed	14,000
<b>Total</b>			<b>604,000</b>

Note:

- (1) The Kirby North oil sands project is expected to be in-service by mid-2019 and will increase capacity commitments on the Cold Lake pipeline system by 30,000 b/d.

#### Cold Lake Founders

In addition to the aggregate capacity commitments on the Cold Lake pipeline system, the Cold Lake Founders transport Bitumen Blend and Diluent on the Cold Lake pipeline system pursuant to the Cold Lake Transportation Service Agreement which provides Inter Pipeline with a defined per barrel capital fee that is tied to the volume transported through the pipelines and facilities that comprise the Cold Lake pipeline system. The Cold Lake Transportation Service Agreement also provides for the recovery of substantially all operating costs and for a structured return on certain additional capital investments.

Bitumen Blend volumes that are shipped by the Cold Lake Founders pursuant to the Cold Lake Transportation Service Agreement are produced from a reserves dedication area and all such reserves are generally committed to the Cold Lake pipeline system. The Cold Lake Founders have the option to utilize alternative transportation services (if certain minimum volume levels are maintained) subject to Inter Pipeline's right to match the alternative proposal.

#### *Other Services*

##### Bruderheim Energy Terminal Ltd.

Inter Pipeline transports up to 100,000 b/d of Bitumen Blend from the Cold Lake pipeline system to a unit train rail loading facility near Bruderheim, Alberta which is owned by Bruderheim Energy Terminal Ltd., a subsidiary of Cenovus. The transportation is provided on a separate pipeline lateral and associated facilities which have an ultimate capacity of approximately 320,000 b/d.

## ***Corridor Pipeline System***

### *System Overview*

The Corridor pipeline system is a Bitumen Blend, Diluent and products pipeline system. The Bitumen Blend and Diluent portions of the system (i) transport Bitumen Blend from the Muskeg River and Jackpine mines near Fort McMurray, Alberta to the Scotford upgrader located northeast of Edmonton, Alberta, and (ii) transport Diluent from the Scotford upgrader back to the Muskeg River mine. The products portion of the system transports upgraded products and feedstock materials between the Scotford upgrader and pipeline terminals in Edmonton. The system has a current total Bitumen Blend throughput capacity of 465,000 b/d and an ultimate total Bitumen Blend throughput capacity of 1.4 million b/d. Bitumen Blend storage capacity on the system is approximately 2.5 million bbls and Diluent storage capacity is approximately 950,000 bbls. Inter Pipeline is also the owner of all line fill for the Corridor pipeline system.

### *Transportation Services*

The Corridor pipeline system provides transportation services for the Athabasca Oil Sands Project ("**AOSP**") near Fort McMurray which is owned by Canadian Natural, Chevron, and 1745844 Alberta Ltd. (collectively referred to as the "**Corridor Shippers**"). Canadian Natural, Chevron and 1745844 Alberta Ltd. respectively own 60%, 20% and 20% of the produced volumes transported on the Corridor pipeline system which transported approximately 399,300 b/d of Bitumen Blend and products in 2018.

### *Corridor Firm Service Agreement*

The Corridor pipeline system is operated pursuant to a long-term take-or-pay contract, the Corridor Firm Service Agreement, with the Corridor Shippers who are contractually obligated to utilize the Corridor pipeline system for the transportation of all Bitumen Blend and Diluent used or produced at the Muskeg River and Jackpine mines, as well as for any future expansion of the AOSP to include mine sites not in production today, subject to certain conditions. The initial 25 year term of the Corridor Firm Service Agreement, which was due to expire in 2028, was extended by the Corridor Shippers in the fourth quarter of 2017 resulting in an extended term through 2049 with options for further extensions. Revenue is established utilizing a traditional rate base approach, providing recovery for substantially all operating costs, rate base depreciation, taxes, debt financing costs and providing for a return on equity. Inter Pipeline's cash flow is not dependent on volume throughput and is not impacted by commodity prices. Individual commitments of the Corridor Shippers under the Corridor Firm Service Agreement are proportionate to their ownership interests in the AOSP. Inter Pipeline can market excess capacity on the Corridor pipeline system to third parties, subject to the approval of the Corridor Shippers.

## ***Polaris Pipeline System***

### *System Overview*

The Polaris pipeline system is a Diluent pipeline system which (i) transports Diluent from the Edmonton area to the Athabasca and Cold Lake areas of Alberta, and (ii) provides metering services for Bitumen Blend at its terminal in the Lamont area of Alberta. The system has a current total throughput capacity of 879,000 b/d and an ultimate total throughput capacity of 1.3 million b/d. Inter Pipeline has installed surplus mainline capacity on the Polaris pipeline system which is available for new third party shippers, and Inter Pipeline continues to pursue development opportunities in this regard.

### *Transportation Services*

The Polaris pipeline system has aggregate Diluent capacity commitments of approximately 536,000 b/d and transported approximately 247,600 b/d of Diluent in 2018, of which FCCL Partnership, Imperial Oil and Husky/BP accounted for 46%, 34% and 10%, respectively.

Shipper	Project	Primary Term Expiration	Capacity Commitment (b/d)
Imperial Oil	Kearl	2037	120,000
Husky/BP	Sunrise	2033	30,000
FCCL Partnership	Foster Creek Christina Lake Narrows Lake	2034	350,000
Canadian Natural	Kirby South Kirby North <sup>(1)</sup>	Not disclosed	24,000
JACOS/CNOOC	Hangingstone	2036	7,000
AOC	Hangingstone	2040	4,500
<b>Total (to nearest thousand)</b>			536,000

Note:

- (1) The Kirby North oil sands project is expected to be in-service by mid-2019 and will increase capacity commitments on the Polaris pipeline system by 8,000 b/d.

## **NGL Processing Business Segment**

### ***Business Overview***

Inter Pipeline's NGL processing business segment is comprised of straddle plants, offgas extraction facilities and the Heartland Petrochemical Complex.

Straddle plants consist of a 100% ownership interest in the Cochrane and Empress II straddle plants and a 50% ownership interest in the Empress V straddle plant (collectively, the "**Straddle Plants**"). The Straddle Plants at Cochrane and Empress are located on the western and eastern legs, respectively, of the Nova Gas Transmission Limited and Foothills pipeline systems (collectively the "**TransCanada Alberta System**"), near export points from the Province of Alberta. Natural gas entering the Straddle Plants is processed to extract NGL which are sold to buyers pursuant to long-term contracts.

Offgas extraction facilities consist of 100% ownership interests in (i) the Pioneer 1 and Pioneer 2 offgas plants located near Fort McMurray, Alberta adjacent to oil sands upgrading facilities owned by Suncor and Canadian Natural, respectively (collectively the "**Offgas Plants**"), (ii) an ethane-plus fractionation plant and related cavern storage facilities located near Redwater, Alberta (the "**Redwater Olefinic Fractionator**"), and (iii) a pipeline system which connects the Offgas Plants to the Redwater Olefinic Fractionator (the "**Boreal Pipeline System**"). Offgas entering the Offgas Plants is processed to extract an ethane-plus mixture of NGL which is transported to the Redwater Olefinic Fractionator via the Boreal Pipeline System before being further processed into products which are sold to buyers pursuant to both long-term and short-term contracts.

The Heartland Petrochemical Complex is a world-scale integrated petrochemical complex comprised of a propane dehydrogenation plant ("**PDH Plant**") and polypropylene plant ("**PP Plant**") to be constructed in Strathcona County, Alberta, near the Redwater Olefinic Fractionator. The Heartland Petrochemical Complex will be designed to convert locally sourced, low-cost propane into 525,000 tonnes per year of polypropylene, an easy to transport plastic used in the manufacturing of a wide range of finished products. Propane feedstock for the PDH Plant will be sourced from the Redwater Olefinic Fractionator as well as other third party fractionators in the region. This \$3.5 billion project, with approximately \$1.0 billion invested to date represents the single largest capital investment in Inter Pipeline's history. Electricity, steam and other utilities will be provided to the Heartland Petrochemical Complex by an on-site Central Utility Block to be constructed by Inter Pipeline. During the third quarter of 2018, Inter Pipeline sold the Central Utility Block to Fengate, a privately held infrastructure and real estate investment firm. Under the terms of the sale, Inter Pipeline recovered all of its development capital and Fengate assumed responsibility for funding the Central Utility Block capital cost, currently estimated at \$600 million. Fengate also entered into long-term agreements to supply core utilities to the Heartland Petrochemical Complex in exchange for structured capital and operating recovery fee payments from Inter Pipeline. Inter Pipeline will manage construction and operation of the facility. For further information regarding the Heartland Petrochemical Complex, please see the Material Change Report filed by Inter Pipeline on December 21, 2017, which is incorporated by reference herein. See "Completion and Success of the Heartland Petrochemical Complex" and "Project Development Risks" in the "Risk Factors" section of the MD&A for the year ended December 31, 2018.

### ***Industry Overview***

#### *NGL Processing*

The Canadian NGL industry involves the production, transportation and marketing of paraffinic NGL products such as ethane, propane, butane, pentanes-plus and olefinic NGL products such as ethylene, propylene, alky feed and olefinic condensate. In Canada, most NGL are extracted from natural gas prior to its sale to end use customers, with the remainder derived from the processing of offgas and the refining of Crude Oil. The profitability of NGL extracted from natural gas or offgas is based on the products extracted being of greater economic value as separate commodities than as components of natural gas or offgas.

NGL extracted from natural gas is recovered primarily at two distinct types of plants: mainline straddle plants; and natural gas field plants. Mainline straddle plants, including Inter Pipeline's Straddle Plants, are large-scale plants located in close proximity to major gas transmission pipelines. On the western leg of the TransCanada Alberta System, natural gas is processed by either the Cochrane straddle plant or the Harmattan facility prior to being exported from Alberta to British Columbia, the United States Pacific Northwest and California. On the eastern leg of the TransCanada Alberta System, natural gas is processed by any one of six straddle plants located near Empress, Alberta, including the Empress II straddle

plant and the Empress V straddle plant, prior to being either marketed in Alberta, or exported from Alberta to eastern Canada and the United States Midwest.

Due to the scope and efficiency of their operations, straddle plants are equipped to remove significantly higher proportions of ethane and other NGL than can typically be removed by a field plant. Straddle plants produce NGL by either cooling the gas stream to a very low temperature (referred to as the turbo expander process) or by using a lean oil process to absorb NGL. Straddle plants recover ethane as a single product and propane and all heavier hydrocarbons as a mixture designated as "propane-plus". Natural gas field plants, in addition to removing impurities such as water, sulphur and carbon dioxide from raw natural gas to meet the quality specifications of major natural gas pipeline systems, are generally able to recover heavier NGL from the gas stream including all pentanes-plus and some propane and butane. A number of field plants have the ability to extract ethane. The NGL extracted are generally removed in mixtures as either ethane-plus or propane-plus.

Offgas is a by-product gas stream created when oil sands bitumen is heated to high temperatures through the coking process used in bitumen upgrading and is rich in NGL, including olefins, which are higher value petrochemicals that do not naturally occur in large quantities. NGL extracted from offgas is recovered by the Offgas Plants located near oil sands upgrading facilities. The Offgas Plants owned by Inter Pipeline are the only two oil sands upgrader offgas plants in Canada and extract a mixture of ethane-plus. This mixture is further processed into separate products at the Redwater Olefinic Fractionator. After the ethane-plus is removed by the Offgas Plants, the residual offgas is returned to the oil sands upgraders where it is consumed as fuel. The extraction of the ethane-plus prior to consumption of the residue offgas as fuel results in reduced greenhouse gas and sulphur dioxide emissions for the oil sands upgrading facilities.

Propylene is a valuable basic petrochemical that can be further processed into various consumer products including a wide variety of plastic products, anti-freeze or adhesives. The PDH Plant, to be constructed and owned by Inter Pipeline, will process propane (produced by the Redwater Olefinic Fractionator and sourced from other local producers) to produce polymer-grade (high quality) propylene. The PP Plant, also to be constructed and owned by Inter Pipeline, will use the propylene produced by the PDH Plant as feedstock to produce polypropylene, one of the most widely used plastics in the world giving rise to a variety of applications including packaging, textiles, plastic parts and reusable containers.

#### *Extraction Rights*

Straddle plants in western Canada contract with shippers on the TransCanada Alberta System for the right to reprocess natural gas for the purpose of extracting NGL. These shippers are comprised of producers, aggregators and end-users. The extraction contracts provide compensation through a variety of structures, including fixed premium contracts, Frac Spread-based arrangements, arrangements tied to the intra-Alberta natural gas price, profit sharing arrangements and toll processing arrangements, among others. The duration of extraction contracts may vary from short-term to multiple years.

Extraction rights for the Offgas Plants are granted pursuant to long-term contracts with the owners of oil sands upgrading facilities. Such contracts provide compensation through both fixed premium and profit sharing arrangements.

#### *Shrinkage Gas*

In order to produce NGL the producing facility must purchase natural gas, referred to as Shrinkage Gas, to compensate the owner of the natural gas or offgas that is processed for the energy removed from the gas stream when NGL are removed through the extraction process. The cost of the Shrinkage Gas, which is the largest cost component in the production of NGL, is typically tied to a benchmark natural gas price based on a combination of daily spot prices and monthly index natural gas prices.

#### *Fractionation*

NGL mixtures such as ethane-plus or propane-plus must be transported to fractionation facilities in Canada and the United States for further processing into separate products. In general, most fractionation of NGL mixes occurs at market hubs with a large concentration of fractionation plants. Major NGL fractionation market hubs are located in Edmonton, Alberta; Empress, Alberta; Sarnia, Ontario; Conway, Kansas; and Mont Belvieu, Texas. NGL produced from natural gas processing is fractionated into ethane, propane, butane and pentanes-plus products. Ethane-plus produced from offgas processing is fractionated at the Redwater Olefinic Fractionator into an ethane-ethylene mixture as well as propane, polymer grade propylene, normal butane, alky feed and olefinic condensate. Once fractionated, the segregated products are sold and then transported to end-user markets by pipeline, truck or rail.

### *Transportation*

The efficient movement of NGL in western Canada requires significant infrastructure, including transportation assets (pipelines, trucks, and rail cars), storage facilities and terminals (rail and truck). Currently, the most efficient and the lowest cost means for moving NGL to market is by pipeline. The western Canadian NGL sector has an extensive pipeline network for the transportation of NGL from extraction plants to fractionation facilities, petrochemical complexes, and underground storage facilities.

Ethane extracted at Alberta's straddle plant locations, including Empress and Cochrane, is transported on the Alberta Ethane Gathering System for delivery to petrochemical producers in the Joffre and Edmonton areas. Propane-plus mix produced at the Cochrane straddle plant is transported to Edmonton via the Co-Ed pipeline. Propane-plus mix produced at the Empress II straddle plant and the Empress V straddle plant is transported on the Kerrobert pipeline to Kerrobert, Saskatchewan. From Kerrobert, the propane-plus is transported on the Enbridge pipeline system to Sarnia, Ontario, where it is fractionated and sold.

The ethane-plus produced at the Offgas Plants is transported on the Boreal Pipeline System to the Redwater Olefinic Fractionator for fractionation into various products, following which the ethane-ethylene mixture is transported on the Joffre Feedstock Pipeline to a petrochemical producer in the Joffre area. Propane, propylene, butane, alky feed and olefinic condensate are transported via rail, pipeline or truck to buyers in Canada and the United States.

### *Markets*

NGL have numerous end uses. While NGL are generally used directly as an energy product and as a feedstock for the petrochemical and Crude Oil refining industries, the specific uses for NGL vary substantially by product. Ethane and ethane-ethylene are used primarily as feedstock for the petrochemical industry, with ethane also used as a potential miscible flood agent for enhanced Crude Oil recovery operations. A significant amount of the ethane and ethane-ethylene produced in the Western Canadian Sedimentary Basin is sold through long-term contracts for feedstock to Alberta's petrochemical industry. Propane is sold to multiple end-user markets including home and commercial heating, crop drying, food processing, cooking and motor fuel. Polymer grade propylene is used as a feedstock for the petrochemical industry to produce a large variety of products including various types of plastics. Butane and alky feed are used primarily in gasoline and Crude Oil blending. Pentanes-plus is used as a Diluent to decrease the viscosity of Heavy Crude Oil and Bitumen for shipment through pipelines and as a refinery feedstock. Olefinic condensate, after treating, can also be used as a Diluent and as a refinery feedstock within North America.

### ***NGL Processing Facilities***

#### *Cochrane Straddle Plant*

The Cochrane straddle plant is 100% owned and operated by Inter Pipeline and extracts and fractionates NGL into ethane and propane-plus. The Cochrane straddle plant has a processing design capacity of 2.5 bcf/d of natural gas to recover approximately 100,000 b/d of NGL, of which 65,000 b/d are ethane and 35,000 b/d are propane-plus, and processes a significant portion of available gas on the western leg of the TransCanada Alberta System. By production capacity, the Cochrane straddle plant is the largest facility of its type in Canada. It consists of five parallel production trains for the extraction of ethane and propane-plus, comprised of three turbo expander trains and two lean oil absorption trains. This multi-train configuration provides significant operating flexibility for the facility. The Cochrane straddle plant has gas turbine compressors to recompress gas into the TransCanada Alberta System and also has two redundant electrically driven compressors. Both electrically driven compressors are used instead of the gas turbine compressors when it is more economic to do so. This flexibility enables costs to be optimized by utilizing the least expensive energy source at the time.

#### *Empress II Straddle Plant*

The Empress II straddle plant, which is operated by Plains Midstream, and is 100% owned by Inter Pipeline, extracts and fractionates NGL into ethane and propane-plus. The Empress II straddle plant operates two operationally flexible parallel turbo expander trains and has a total processing design capacity of 2.6 bcf/d of natural gas to recover approximately 65,000 b/d of NGL, of which 40,000 b/d is ethane and 25,000 b/d is propane-plus. By production capacity, the Empress II straddle plant is the largest of the six extraction plants located at Empress, Alberta.

### *Empress V Straddle Plant*

The Empress V straddle plant, which is operated by Plains Midstream and commenced operations in 2000, is the newest of the six straddle plants located near Empress, Alberta and extracts and fractionates NGL into ethane and propane-plus. Inter Pipeline owns a 50% interest in the Empress V straddle plant and Plains Midstream owns the remaining 50% interest. The Empress V straddle plant's extraction process involves a single train turbo expander with a total processing capacity of 1.1 bcf/d of natural gas to recover approximately 39,000 b/d of NGL, of which 27,000 b/d are ethane and 12,000 b/d are propane-plus.

### *Offgas Plants*

Pioneer 1 commenced operations in 2002 and is 100% owned by Inter Pipeline. It has a processing design capacity of 125 mmcf/d of offgas to recover approximately 25,000 b/d of ethane-plus mixture.

Pioneer 2 commenced operations in 2016 and is 100% owned by Inter Pipeline. It has a processing design capacity of 83 mmcf/d of offgas to recover approximately 15,000 b/d of ethane-plus mixture.

### *Boreal Pipeline System*

The Boreal Pipeline System has a current throughput capacity of 43,000 b/d of ethane-plus mixture and can be expanded to up to approximately 125,000 b/d through the addition of pumping stations.

### *Redwater Olefinic Fractionator*

The Redwater Olefinic Fractionator has a fractionation design capacity of approximately 40,000 b/d of ethane-plus mixture and associated storage capacity of over 1 million bbls.

### **Marketing Arrangements**

The NGL processing business segment has three types of NGL sales contracts: cost-of-service; fee-based; and commodity-based arrangements.

Cost-of-service contracts generally provide for a return on invested capital and recovery of substantially all operating costs, including Shrinkage Gas. This form of contract provides the most stable cash flow of the three contract types, as agreements are not typically impacted by volume or commodity price fluctuations. The Empress II straddle plant's ethane and propane-plus production is sold to NOVA Chemicals and Plains Midstream, respectively, pursuant to long-term cost-of-service contracts. In addition, propane-plus produced at the Empress V straddle plant is sold to Plains Midstream pursuant to a long-term cost-of-service contract.

Fee-based contracts are generally subject to throughput volume and operating cost exposure, but not commodity price fluctuations. These contracts provide for stable cash flows derived from charging a fixed fee associated with each barrel of NGL produced, which fee includes a component for recovery of operating costs. There is no commodity price exposure associated with this type of contract with the main variable affecting cash flow arising from changes in production volumes. The Cochrane straddle plant's ethane production is currently sold to NOVA Chemicals pursuant to a long-term, fee-based contract extending until the end of 2024 and to Dow Chemicals pursuant to a long-term, fee-based contract. Ethane produced at the Empress V straddle plant is sold to Dow Chemicals pursuant to a fee-based contract. Offgas derived ethane-ethylene is sold to NOVA Chemicals under a long-term fee-based contract with commodity-based upside. These major petrochemical producers operate facilities at Joffre, Alberta and Fort Saskatchewan, Alberta that convert ethane into ethylene.

The return to Inter Pipeline from commodity-based contracts is affected by the difference in price between natural gas and the NGL produced, often referred to as Frac Spread, and production volume. The impact on a facility's profit margins under a commodity-based contract can be significant when changes in the prices of NGL and natural gas occur at different rates.

Commodity-based contracts at the Cochrane straddle plant are generally subject to volume, operating cost and commodity price fluctuations. They provide for a variable price based on the commodity value less all costs to produce the NGL, resulting in sharing of profits from the sale of NGL between the NGL processing business and the purchaser. Included

in the calculation are costs of bringing the NGL to market, including extraction rights, Shrinkage Gas, fractionation and marketing costs. Propane-plus produced at the Cochrane straddle plant is sold to Plains Midstream under a long-term commodity-based contract.

Commodity-based contracts at the Redwater Olefinic Fractionator are subject to volume and commodity price fluctuations. The NGL produced at the Redwater Olefinic Fractionator are sold under short-term and multi-year commodity-based contracts, with the exception of the ethane-ethylene mixture, as noted above. Counterparties include various US and Canadian energy marketers and refiners.

### ***Other Matters Related to NGL Processing***

#### *Ethane Market Environment*

The western Canadian ethane business is characterized by both a small number of product suppliers, which are the owners of the major extraction plants, and a small number of purchasers, which are the major petrochemical producers and enhanced Crude Oil recovery project operators in Alberta. The Canadian market is largely insulated from the supply and demand forces of the considerably larger United States ethane market. This is due to a number of reasons, including that most of the ethane production in Canada is tied to long-term sales contracts with the major purchasers. There is currently no transportation system to transport ethane from Western Canada into the United States. In 2014, the Vantage ethane pipeline system came into service and imports ethane from the northern United States into Alberta. Following its expansion in 2016, it currently has a capacity to import approximately 68,000 b/d of ethane. Since the export of ethane to the United States has historically tended to be uneconomic, ethane is priced within the province and not by marginal sales to the United States Midwest or Gulf Coast markets.

Differences in market structure between Canada and the United States are important factors that influence the competitiveness of the Alberta ethane industry. First, the United States market is characterized by a large number of ethane buyers and sellers, as well as significant transportation capacity from major supply hubs that has created an actively traded and quoted liquid ethane market in the United States. Second, ethane production is relatively responsive to changes in the quoted ethane price, unlike in Canada, where production and pricing are typically governed by long-term cost-of-service or fee-based contracts. Third, while the Canadian petrochemical industry is generally equipped to only use ethane and limited volumes of propane in the production of its chemical products, United States Gulf Coast petrochemical producers utilize a variety of liquid feedstock to generate petrochemical output.

#### *Propane-Plus Market Environment*

The market for propane-plus differs from that of ethane in Alberta, as it is characterized by a large number of producers and buyers. As a result, a liquid market for propane-plus products exists in a number of major North American hubs, including Sarnia, Conway, Mont Belvieu, and the West Coast of North America, and product prices are openly available. The marginal price setting market for propane-plus is the United States Gulf Coast, where product is either exported, or large domestic petrochemical consumers have the ability to switch between NGL and Crude Oil based feedstock. Differences between the propane-plus prices quoted at each of the major hubs are a result of the many modes of transporting product from supply centres to the market.

#### *Ethane-Plus Market Environment*

The markets for NGL produced from the ethane-plus mixture at the Redwater Olefinic Fractionator vary depending on the product. The ethane-ethylene has similar markets as described above for ethane since the additional ethylene is the raw material used by the petrochemical industry to produce polyethylene, a widely used plastic. As a result, consumers of ethane are also typically consumers of the ethane-ethylene mix. The propane-plus market described above also reflects the markets for the offgas derived propane and butane produced at the Redwater Olefinic Fractionator. The propylene market is US based and is also characterized by a large number of producers predominantly, but not exclusively, located in the US Gulf Coast area. Propylene is a petrochemical building block used in the production of polypropylene, propylene oxide, and other derivatives. Propylene prices have historically trended with crude oil prices. Alky feed is used in refinery alkylation which produces octane additives for gasoline. The octane additives market is a highly liquid market throughout North America, concentrated in those areas with large refining operations. The market for olefinic condensate is limited to buyers that can accommodate the olefinic components in the condensate. Pricing for olefinic condensate is usually at a discount to conventional condensate prices due to the additional process required to remove the olefinic components.

*Seasonality*

The Straddle Plants are dependent on natural gas flows through the TransCanada Alberta System. Exported gas volumes are typically subject to seasonal demands. As a result of seasonality, natural gas processed and NGL produced by the Straddle Plants are generally higher in the winter months and lower in the summer months. In addition to seasonal variations of NGL volumes, the propane-plus market price is generally higher in the winter months and lower in the summer months.

The Offgas Plants are not typically impacted by seasonal demands; however, volumes produced are dependent on offgas supply from the oil sands upgraders in the Fort McMurray area. Offgas supply can be impacted by the operations of the associated third party oil sands upgraders, such as planned and unplanned maintenance, or downstream issues. Similar to propane-plus from the Straddle Plants, market price for both propane and butane from the Redwater Olefinic Fractionator is generally higher in the winter months.

*Environmental Matters*

In the past five years, the NGL Processing Facilities have not experienced any significant environmental incidents involving expenses in excess of \$500,000.

## **Conventional Oil Pipelines Business Segment**

### ***Business Overview***

Inter Pipeline's conventional oil pipelines business segment involves the transportation of petroleum products and related blending and handling services, and includes the Bow River pipeline system, the Central Alberta pipeline system, the Mid-Saskatchewan pipeline system and all midstream marketing activities. In aggregate, Inter Pipeline's three conventional oil pipeline systems have total current ultimate throughput capacity of 404,000 b/d and transported 201,000 b/d of Crude Oil in 2018.

### ***Bow River Pipeline System***

#### *System Overview*

The Bow River pipeline system is a Crude Oil gathering and transmission pipeline system which (i) gathers Crude Oil from established producing fields in southeastern Alberta and transports it to Hardisty, Alberta, as well as Milk River, Alberta, and (ii) transports Crude Oil from terminals at Hardisty, Alberta to Milk River, Alberta as part of a separate transmission system. Crude Oil gathered by the Bow River pipeline system may be delivered north to the Gibson Hardisty terminal which has connections to the Enbridge pipeline system, the Husky terminal and the Express pipeline system. Gathered Crude Oil is also delivered south to the Plains Midstream-owned pipeline at Milk River, Alberta, which has connections to pipelines delivering to refineries in the Rocky Mountain region of the United States. The system has a current total throughput capacity of approximately 180,000 b/d and tank storage capacity of approximately 462,500 bbls.

In addition to these deliveries, Crude Oil is shipped south from Hardisty, Alberta to Milk River, Alberta and ultimately to refining markets in Montana on a segregated pipeline. Inter Pipeline is contracted on a take-or-pay basis to deliver approximately 32,500 b/d on this segregated pipeline until the end of 2026.

#### *Transportation Services*

The Bow River pipeline system transported approximately 90,500 b/d of Crude Oil and served approximately 68 producers and 20 shippers in 2018. Production volumes from facilities operated by Canadian Natural, Torxen Energy Ltd. and IPC Alberta Ltd. together accounted for 26%, 15% and 8%, respectively, of the throughput volumes on the Bow River pipeline system in 2018. CHS, Canadian Natural and Phillips 66 were the shippers of record for 35%, 16% and 13%, respectively, of the throughput volumes on the Bow River pipeline system in 2018.

### ***Central Alberta Pipeline System***

#### *System Overview*

The Central Alberta pipeline system is a Light Sour and Light Sweet Crude Oil gathering pipeline system which gathers Crude Oil from established producing fields in south central Alberta and transports it to the Enbridge pipeline system, Kinder Morgan North 40 terminal, and the Trans Mountain pipeline at Edmonton. The system has a current total ultimate throughput capacity of approximately 73,900 b/d and tank storage capacity of approximately 113,700 bbls.

#### *Transportation Services*

The Central Alberta pipeline system transported approximately 28,700 b/d of Crude Oil and served 67 producers and 19 shippers in 2018. Production volumes from facilities operated by Gibson, Torxen Energy Ltd. and Tervita Corporation together accounted for 13%, 10% and 7%, respectively, of the throughput volumes on the Central Alberta pipeline system in 2018. Inter Pipeline, Gibson and Tidal Energy Marketing Inc. were the shippers who together accounted for 18%, 13% and 13%, respectively, of the throughput volumes on the Central Alberta pipeline system in 2018.

## ***Mid-Saskatchewan Pipeline System***

### *System Overview*

The Mid-Saskatchewan pipeline system is a Crude Oil gathering system which gathers Crude Oil from established oil fields near Kindersley and Kerrobert, Saskatchewan and transports it to the Enbridge pipeline system at Kerrobert. The system has a current total ultimate throughput capacity of approximately 150,100 b/d and tank storage capacity of approximately 798,600 bbls.

### *Transportation Services*

The Mid-Saskatchewan pipeline system transported approximately 81,800 b/d of Heavy Blend Crude Oil and Light Sweet Crude Oil and served approximately 33 producers and 16 shippers in 2018. Production volumes from facilities operated by Teine, Whitecap and Gibson together accounted for 32%, 12% and 11%, respectively, of the throughput volumes on the Mid-Saskatchewan pipeline system in 2018. Teine, Shell Trading and Gibson accounted for 23%, 14% and 13%, respectively, of the shipper throughput volumes on the Mid-Saskatchewan pipeline system in 2018.

### ***Midstream Marketing Activities***

Inter Pipeline carries out midstream marketing activities related to the optimization of crude streams and leasing merchant storage that generate enhanced revenue, as well as pipeline balancing activities, on Inter Pipeline's conventional oil pipeline assets. Marketing margins can vary from period to period with fluctuating commodity prices; however, marketing activities are managed to capture incremental value on Inter Pipeline's Crude Oil streams while limiting exposure to Inter Pipeline's downside financial risks or negatively impacting the revenue generated from transportation services.

### ***Other Matters Related to the Conventional Oil Pipelines Business***

#### *Seasonality*

The conventional gathering systems generally experience reduced volumes during the spring months as a result of weight restrictions on roads and producers conducting maintenance on their facilities. The magnitude and duration of road weight restrictions are dependent upon spring weather conditions. Road restrictions and facility maintenance can also impact gathering pipeline receipts during the fall months, although the impact on throughput is generally less pronounced than during the spring months.

#### *Competitive Conditions*

The majority of petroleum volumes are transported on the conventional gathering systems under short-term contracts with a fixed tolling arrangement and no volume commitment made by the producer or shipper. Transportation alternatives for producers and shippers are generally trucking or rail but can also include competing third party pipeline options. Inter Pipeline's customers are continually evaluating different transportation options which requires Inter Pipeline to ensure its tolling arrangements are competitive with both current and potential alternatives.

### ***Other Matters Related to the Pipelines***

The following commentary is applicable to both the oil sands transportation business segment and the conventional oil pipelines business segment.

#### *Pipeline Rights-of-Way and Land Tenure*

The majority of Inter Pipeline's assets comprising the Pipelines are pipelines located across lands owned by third parties. Inter Pipeline's rights to such land are held pursuant to long-term leases, easements, rights-of-way, permits or licenses from landowners or governmental authorities permitting the use of such lands for the construction and operation of such facilities. Certain critical facilities, including pump stations and storage facilities, are situated on land which Inter Pipeline owns.

### *Environmental Matters*

In the past five years, the Pipelines have experienced three environmental incidents involving expenses in excess of \$500,000 per incident. These incidents resulted in the release of approximately 193 cubic metres of hydrocarbons. The causes of these incidents were mechanical contact and pipeline corrosion. Dependent on various conditions surrounding a new release, Inter Pipeline will attempt to remediate a contaminated site as soon as practically possible. Certain conditions may require a longer term remediation plan to be implemented, in coordination with local regulators and landowners. In addition to maintaining a team of trained personnel and owning its own spill response equipment, Inter Pipeline is also an active member of the Western Canadian Spill Services Ltd. cooperative, which provides training in hydrocarbon spill response, containment and recovery and also provides the required equipment and contractor-resources to deal with hydrocarbon spills. Inter Pipeline is also an active member of the Canadian Energy Pipeline Association (CEPA) Mutual Emergency Assistance Agreement program, which allows Inter Pipeline to draw from 10 other CEPA member companies' spill response resources. Currently, Inter Pipeline has records of twelve cases where environmental remediation efforts will cost in excess of \$500,000. Inter Pipeline estimates that the future cost to remediate these sites is approximately \$17.4M. This cost is expected to be incurred over a number of years.

### *Pipeline Integrity*

All petroleum pipeline systems are required to meet design, construction, operating and maintenance standards established by the Canadian Standards Association and the provincial regulators responsible for pipelines which, in Inter Pipeline's case, are the Alberta Energy Regulator in Alberta and the Ministry of Energy and Resources in Saskatchewan. Inter Pipeline has programs in place that promote sound operating practices and believes that the Pipelines are currently in material compliance with all material environmental laws and regulations.

Inter Pipeline has an integrity management program that includes, among other things, key elements such as in-line inspection, cathodic protection, internal corrosion control, crossing inspections and leak detection. In-line inspection plays a significant role in pipeline integrity management and is used to detect anomalies in pipelines, which are then evaluated and repaired as necessary. As part of Inter Pipeline's annual integrity program, line segments are prioritized for inspection using a formal risk assessment process, which considers pipeline risk factors, such as external and internal corrosion, natural force damage, design and materials of construction, and third party damage potential. In the last five years, approximately 6,200 kilometres of the Pipelines have been internally inspected.

### *Pipeline Remote Monitoring and Control*

The Pipelines are currently remotely monitored 24 hours per day, seven days per week, at Inter Pipeline's control centre located in Sherwood Park, Alberta. In accordance with regulatory requirements and to promote safe and efficient operations, the control centre has monitoring systems to detect and react to pressure variations and volume imbalances, which may signal a pipeline leak, and the control centre operators have the ability to stop pumps and isolate the flow of petroleum on certain pipeline segments, if necessary.

The Pipelines currently communicate with the Sherwood Park control centre using field radio links, leased telephone lines, managed frame relay services and satellite data transmission. All of the data links are directly connected from a pipeline to the Sherwood Park control centre. A separate standby communications circuit, with automatic switchover on failure, is available for most critical stations.

Additional monitoring includes weekly or bi-weekly aerial surveillance of the high volume mainline segments, and monthly aerial surveillance of the lower volume gathering segments. Periodic ground inspections of surface facilities, surface and subsurface inspections of water course crossings, and inspections of other critical or sensitive areas are also completed from time to time.

## Bulk Liquid Storage Business Segment

### *Business Overview*

Inter Pipeline's bulk liquid storage business segment is headquartered in the United Kingdom and operates under the name Inter Terminals. Its core business involves owning and operating 23 petroleum and petrochemical storage terminals across Europe.

Country	Location	Terminals	Aggregate Storage Capacity (million bbls)
United Kingdom	Various	eleven	11.89
Ireland	Shannon estuary	one	0.09
Germany	Mannheim, Rhine River	two	1.97
Denmark	Various, coastal	four	11.72
Sweden	Various, coastal	four	7.42
Netherlands	Port of Amsterdam	one	3.86
<b>Total</b>		<b>23</b>	<b>37</b>

### *Industry Overview*

Refinery and chemical complex operators and oil traders own a significant portion of the bulk liquid storage infrastructure in Europe and use much of that capacity for their proprietary storage needs. Independent storage providers such as Inter Terminals receive, store and redeliver bulk liquids and gases on behalf of third parties and, as such, do not own the products that are stored.

### *Storage Facilities*

Inter Terminals' storage facilities are strategically located close to and within established global market hubs, including the "ARA Hub" (located in Amsterdam and Rotterdam, Netherlands and Antwerp, Belgium), product delivery channels, local and regional refineries, and chemical production facilities (including one of the world's largest chemical production facilities, operated by BASF at Ludwigshafen, Germany). Certain of Inter Terminals' facilities have pipeline connections to key customers.

The success of Inter Terminals is highly dependent on its regional positioning at port locations, as well as its ability to accommodate a broad range of products. Inter Terminals' facilities predominantly serve the oil, chemical and biofuel markets, although individual terminals may also specialize in particular product groups and service offerings. The market for storage of certain oil products can be significantly affected by futures pricing in the relevant oil products markets. "**Contango**" means a market condition in which futures prices for a product are higher in future delivery months, therefore resulting in storage of such product for a period of time being likely to be more beneficial than immediate sale of such product. "**Backwardation**" means a market condition in which futures prices for a product are lower in future delivery months, therefore resulting in storage of such product for a period of time being likely to be less beneficial than immediate sale of such product. A Contango market, often caused by over-supply versus a reduction in demand, can lead to an increased demand for storage capacity to store product while waiting to deliver it into the market at the higher futures price, thereby creating a favourable market structure for the storage facilities owned by Inter Terminals that serve this sector, resulting in higher utilization levels.

### *Customers and Storage Products*

Inter Terminals provides storage and product handling services to a diversified customer base with the largest single customer in 2018 accounting for approximately 11% of bulk liquid storage revenue and the largest five customers accounting for approximately 31% of bulk liquid storage revenue in aggregate.

In 2018, approximately 56% of bulk liquid storage revenue derived from oil products, 33% from chemical products and 11% from biofuel products. Markets served by Inter Terminals can be categorized as storage of both feedstock and production for local and regional refining and chemical operations, regional distribution, Contango market storage, Build Bulk and Break Bulk, bunkering, strategic storage, and blending and other handling and ancillary services.

### *Commercial Arrangements*

Typical storage contracts contain a combination of fixed storage fees for access to storage capacity and variable throughput-based revenue. Fixed storage fees accounted for approximately 72% of bulk liquid storage revenue in 2018, with the remainder dependent on the movement of liquids and gases through the terminals, reservation fees for access to storage capacity, and other handling and ancillary services. In 2018, approximately 46% of bulk liquid storage revenue was derived from contracts that have greater than one year until the expiry of their minimum duration. The revenue-weighted average remaining contract duration at December 31, 2018 was approximately 15 months.

### ***Other Matters Related to the Bulk Liquid Storage Business***

#### *Land Tenure*

The main parcels of land on which the terminals are situated are either owned by Inter Terminals or are leased from third parties under long-term lease agreements. In addition to the main parcels of land, terminals typically rely upon a series of leases, easements, rights-of-way, permits or licenses for access, pipeline routes, jetties and other similar rights. Inter Terminals believes that it is well positioned to renew the land leases and associated easements, rights-of-way, permits or licenses at the terminals upon expiry. There is no guarantee, however, that the renewals will occur. See "Risks Associated with the Bulk Liquid Storage Business – Land Lease Renewals" in "Risk Factors", in the MD&A for the year ended December 31, 2018, which section is incorporated by reference herein.

#### *Environmental Matters*

In the past five years, Inter Terminals' storage facilities have experienced three environmental incidents in Denmark involving expenses in excess of or in the region of \$500,000 per incident. Two of these incidents involved leakages of product from tanks in 2016 that resulted in the release of approximately 208 bbls of gasoil in respect of the first incident and an estimated release of 79 bbls of jet fuel in respect of the second incident. The third incident occurred in 2017 and involved a spill of approximately 157 bbls of waste water due to an open valve in the pipeline system. In the case of the gasoil and waste water spills remediation efforts are ongoing and in all three cases completion remains subject to final approval from the regulator. Inter Terminals estimates that the total aggregate cost to complete these remediation efforts is approximately \$2.22M.

Only limited environmental investigations have been conducted at most terminals and, as a result, limited information is available with respect to historical contamination. However, there are known areas of product contamination at several of the terminals, although remediation is currently only required to be undertaken at the South terminal in Mannheim and such remediation has been ongoing for several years. Due to the lengthy operating history of the terminals, and previous use of the land now occupied by the terminals, it is possible that there are additional areas of potential contamination that are undetected. Potentially substantial costs and liabilities for Inter Terminals may occur if regulators were to require the remediation of either known areas of contamination or other areas of significant contamination not yet identified. Such costs and liabilities will be dependent on a variety of factors, including, but not limited to, the composition and extent of any contamination and its ability and likelihood to cause harm to the environment. Any terminal development work requiring groundworks within contaminated areas may also result in the requirement for remediation.

#### *Excise Warehousing – United Kingdom, Germany, Sweden and the Netherlands*

All terminals in the United Kingdom, Germany Sweden and the Netherlands operate approved excise warehouses, thereby permitting customers' products to be stored and/or processed (i.e., blending, marking, denaturing of alcohol) on an excise

duty-suspended basis. Management systems are in place to reconcile and report stock levels, transactions and duty liability.

*Customs Warehousing – United Kingdom, Denmark, Sweden and the Netherlands*

The Eastham terminal in the United Kingdom and all of the Danish Swedish and Dutch terminals are authorized to act as customs warehouses, enabling customers to store certain oil products for re-export on a customs and excise duty-suspended basis. The Danish and Swedish tax authorities can require Inter Terminals to act as the customers' tax representative when providing customs warehousing services. The Swedish and Dutch terminals also provide an in-house customs clearance service, acting as the agent for their customers to provide this service.

The Danish, Swedish and Dutch businesses hold an Authorized Economic Operator certificate, which is a European Union-developed certification of internal procedures to improve transactional efficiency and reduce risks in connection with the handling of customs and excise bonded goods.

*Health, Safety and Environment*

All Inter Terminals facilities have well defined emergency response plans, which are regularly tested and are in full compliance with local legislation derived from the European Union Seveso directive. Most of the terminals are categorized as upper tier terminals under such legislation and consequently have submitted comprehensive safety reports to the regulatory authorities demonstrating compliance.

Inter Terminals has well established rolling five year capital expenditure plans, which are reviewed on an annual basis, and which are designed to ensure the continuing integrity of its operating facilities and assets, and compliance with relevant environmental, health and safety legislation.

## Employees

As at December 31, 2018, Inter Pipeline had 1,470 employees, of which 638 are directly employed by Inter Terminals.

## Social and Environmental Policies

Inter Pipeline has implemented certain social and environmental policies that are fundamental to Inter Pipeline's operations, including its Code of Ethics; Environmental, Health and Safety Policy (the "**EH&S Policy**") and its Respectful Workplace Policy; in addition to the organization's Core Values and Stakeholder Relations Policy. Inter Pipeline requires employees (including executive officers) and directors to annually review and confirm their understanding of specific policies, including certain policies described below, and requires contractors to do the same when necessary or appropriate.

### *Code of Ethics*

Inter Pipeline's reputation and credibility is based upon its total commitment to ethical business practices and all employees, officers, directors, contractors and other representatives of Inter Pipeline are expected to conduct themselves with the highest ethical standards. Inter Pipeline has established a Code of Ethics to reflect such principles pursuant to which all employees, officers, directors, contractors and representatives of Inter Pipeline are required to act with honesty and integrity and be respectful towards customers, employees, shareholders and others with whom Inter Pipeline conducts business; and strive for excellence and professionalism in their activities.

### *EH&S Policy*

Inter Pipeline's EH&S Policy outlines its values and commitments with respect to environmental, health and safety matters. The EH&S Policy is reviewed on an annual basis by the environmental, health and safety committee of the board of directors and amended as deemed necessary. It is also reviewed with the employees in Inter Pipeline's operations group on a regular basis. The EH&S Policy applies to any activity undertaken by or on behalf of Inter Pipeline (excluding activities undertaken by Inter Pipeline's European subsidiaries, which conduct their operations in accordance with distinct environmental, health and safety policies implemented pursuant to the regulations in force in their jurisdictions of operation), in respect of Inter Pipeline's operations. It provides that Inter Pipeline will manage all operations in a manner that protects the health and safety of employees, contractors, the public and the environment, while complying with, and where appropriate, exceeding applicable laws, regulations, industry and internal standards and stakeholder expectations. The EH&S Policy also provides that Inter Pipeline will continually improve safety and environmental performance by proactively evaluating its operations to identify hazards, assess priorities, and implement programs and practices to reduce the number and severity of safety and environmental incidents towards a goal of zero incidents. It emphasizes that positive safety and environmental performance is essential to the success of Inter Pipeline and its employees and that safety and environmental performance comes first, regardless of the scale or urgency of the job. The EH&S Policy also stipulates that employees must be provided with the training and tools necessary for them to perform their jobs safely and in conformance with regulatory requirements and Inter Pipeline's requirements.

Accountability for the implementation of the EH&S Policy is at the operational level within Inter Pipeline's business units which have established processes and programs to evaluate and minimize environmental, health and safety risks. In this regard, a number of related policies and procedures have been implemented by Inter Pipeline's operations group, including a Drug and Alcohol Policy, Management of Change Policy, and Work Initiation Standard. The environmental, health and safety committee of the board of directors of Inter Pipeline monitors compliance with the EH&S Policy. In addition, a joint environmental, health and safety committee, consisting of employees and management, meets on a regular basis to enhance environmental, health and safety performance throughout the organization through various initiatives. In order to monitor corporate sustainability, Inter Pipeline routinely reviews systems, programs and processes critical to protecting the environment, including integrity programs, leak detection systems, air monitoring systems, contaminated sites program and maintenance standards, and completes sustainability reporting in accordance with the Global Reporting Initiatives Standards.

### *Respectful Workplace Policy*

Inter Pipeline's Respectful Workplace Policy outlines Inter Pipeline's commitment to providing a workplace in which all individuals are treated with respect and dignity and outlines Inter Pipeline's vision of a respectful workplace where acceptance, cooperation, courteousness, honesty, integrity and personal accountability are emphasized in order for all

employees to achieve excellence. The policy provides that every person has the right to work in an environment that is safe, healthy and free from harassment, which includes an environment free from discrimination, violence, personal harassment and sexual harassment.

#### *Core Values*

Inter Pipeline has established formalized Core Values outlining the employee qualities and cultural elements that Inter Pipeline values, including the following: honesty and integrity; teamwork; the pursuit of excellence; personal accountability; and entrepreneurial spirit.

#### *Stakeholder Relations Policy*

Inter Pipeline's Stakeholder Relations Policy formally establishes Inter Pipeline's commitment to meaningful and ethical interactions with its stakeholders in order to ensure that safety, environmental, economic or social impacts resulting from Inter Pipeline's business activities are addressed in a timely and effective manner. In addition, the policy outlines that Inter Pipeline will build lasting relationships by acting responsibly with respect to the needs of its stakeholders.

#### *Whistleblower Policy*

Inter Pipeline's Whistleblower Policy supports Inter Pipeline's commitment to the highest standards of professional and ethical business practices by providing a forum in which concerns regarding questionable actions or business practices, including the suspected violation of other Inter Pipeline policies or procedures, can be raised without fear of any retaliation. The policy seeks to encourage concerns to be raised for investigation by establishing a framework for reporting concerns to immediate supervisors, executive management or a confidential Whistleblower Hotline, on a confidential basis if requested. In addition, concerns of a financial nature will be reported directly to the Chair of the audit committee and other concerns can be reported directly to the board of directors or an appropriate board committee if requested.

### **RISK FACTORS**

A discussion of Inter Pipeline's risk factors is contained in the section entitled "Risk Factors" in the MD&A for the year ended December 31, 2018, which section is incorporated by reference herein. Also see other documents filed by Inter Pipeline from time to time on SEDAR at [www.sedar.com](http://www.sedar.com).

### **DIVIDENDS**

Inter Pipeline pays regular monthly dividends, currently established at \$0.1425 per Common Share, following increases of \$0.0025, \$0.005 and \$0.005 per Common Share per month, announced on November 8, 2018, November 9, 2017 and November 3, 2016, respectively. The dividend for each month is based on a record date within ten days prior to the last day of the month and is paid on or about the 15<sup>th</sup> day of the following month.

In 2018, 2017 and 2016, Inter Pipeline paid annual cash dividends of \$1.6850, \$1.6300 and \$1.5700 per Common Share, respectively.

Inter Pipeline's credit agreements may, in certain circumstances, restrict Inter Pipeline's ability to pay dividends to its Common Shareholders. See "Risk Factors" in the MD&A for the year ended December 31, 2018, for a description of other circumstances in which Inter Pipeline's ability to pay dividends on its Common Shares may be affected.

A discussion of Inter Pipeline's dividend policy is contained in the section entitled "Dividends to Shareholders" in the MD&A for the year ended December 31, 2018, which section is incorporated by reference herein.

## DESCRIPTION OF CAPITAL STRUCTURE

### Description of Common Shares

The holders of Common Shares are entitled to notice of, to attend and to one (1) vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Common Shares as such); receive dividends as and when declared by the board of directors of the Corporation on the Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends; and subject to the rights, privileges, restrictions and conditions attaching to any shares ranking senior to the Common Shares in respect of priority in the distribution of assets upon liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

### Description of Class A Preferred Shares

Subject to certain limitations, the board may, from time to time, issue Class A Preferred Shares (the "**Class A Preferred Shares**") in one or more series and determine for any such series, its designation, number of shares and respective rights, privileges, restrictions and conditions. The Class A Preferred Shares as a class have, among others, the provisions described below.

Each series of Class A Preferred Shares shall rank on parity with every other series of Class A Preferred Shares, and shall have priority over the Common Shares and any other class of shares ranking junior to the Class A Preferred Shares with respect to redemption, the payment of dividends, the return of capital and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation. The Class A Preferred Shares of any series may also be given such preferences, not inconsistent with the provisions thereof, over the Common Shares and over any other class of shares ranking junior to the Class A Preferred Shares, as may be determined by the board.

If any cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Corporation in respect of a series of Class A Preferred Shares are not paid in full, the Class A Preferred Shares of all series shall participate rateably in (i) the amounts that would be payable on such shares if all such dividends were declared at or prior to such time and paid in full, and (ii) the amounts that would be payable in respect of the return of capital as if all such amounts were paid in full; provided that if there are insufficient assets to satisfy all such claims, the claims of the holders of the Class A Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining shall be applied towards the payment and satisfaction of claims in respect of dividends. After payment to the holders of any series of Class A Preferred Shares of the amount so payable, the holders of such series of Class A Preferred Shares shall not be entitled to share in any further distribution of the property or assets of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation.

Holders of any series of Class A Preferred Shares will not be entitled (except as otherwise provided by law and except for meetings of the holders of Class A Preferred Shares or a series thereof) to receive notice of, attend at, or vote at any meeting of shareholders of the Corporation, unless the board shall determine otherwise in the terms of a particular series of Class A Preferred Shares, in which case voting rights shall only be provided in circumstances where the Corporation shall have failed to pay a certain number of dividends on such series of Class A Preferred Shares, which determination and number of dividends and any other terms in respect of such voting rights, shall be determined by the board and set out in the designations, rights, privileges, restrictions and conditions of such series of Class A Preferred Shares. As at December 31, 2018, there were no Class A Preferred Shares outstanding.

### Credit Ratings

Credit ratings are intended to provide investors with an independent measure of credit quality of an issue of securities. Credit ratings are not recommendations to purchase, hold or sell securities and do not address the market price or suitability of a specific security for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances so warrant.

Descriptions of rating agencies' credit ratings concerning Inter Pipeline and certain of its subsidiaries are set out below.

***DBRS Limited ("DBRS")***

The DBRS long-term debt rating scale provides an opinion on the risk of default, meaning the risk that an issuer will fail to satisfy its financial obligations in accordance with the terms under which an obligation has been issued. Ratings are based on quantitative and qualitative considerations relevant to the issuer, and the relative ranking of claims. All rating categories, other than AAA and D, contain subcategories "(high)" or "(low)". The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category.

DBRS has assigned Inter Pipeline (Corridor) Inc. an A (low) issuer rating (stable trend) which is the third highest of ten categories for long-term obligations. DBRS has also assigned Inter Pipeline (Corridor) Inc.'s senior unsecured debentures an A (low) rating (stable trend). In DBRS' view, an A rating has good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than that of AA rated entities. Entities in the A category may be vulnerable to future events, but qualifying negative factors are considered manageable. DBRS has assigned Inter Pipeline a BBB issuer rating (stable trend) which is the fourth highest of ten categories for long-term obligations. DBRS has also assigned Inter Pipeline's issued and outstanding senior unsecured medium term notes a BBB rating (stable trend). In DBRS' view, a BBB rating has adequate credit quality. The capacity for the payment of financial obligations is considered acceptable, but the entity may be vulnerable to future events.

The DBRS commercial paper and short-term debt rating scale provides an opinion on the risk that an issuer will not meet its short-term financial obligations in a timely manner. Ratings are based on quantitative and qualitative considerations relevant to the issuer and the relative ranking of claims. The R-1 and R-2 rating categories are further denoted by the subcategories "(high)", "(middle)", and "(low)".

DBRS has assigned Inter Pipeline (Corridor) Inc.'s commercial paper program a rating of R-1 (low) (stable trend), which is the third highest of ten categories for short-term debt. In DBRS' view, short-term debt rated R-1 (low) has good credit quality. The capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favourable as entities in higher rating categories. Entities in this category may be vulnerable to future events, but qualifying negative factors are considered manageable.

***Standard & Poor's ("S&P")***

S&P has a different rating scale for issuers compared to specific long-term debt issues.

***Issuer Credit Rating***

An S&P issuer credit rating is a forward-looking opinion of an obligor's overall creditworthiness. This opinion focuses on the obligor's capacity and willingness to meet its financial commitments as they come due. It does not apply to any specific financial obligation, as it does not take into account the nature of and provisions of the obligation, its standing in bankruptcy or liquidation, statutory preferences, or the legality and enforceability of the obligation. Issuer credit ratings can be either long-term or short-term. The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories that range from AAA to CC.

S&P has assigned Inter Pipeline (Corridor) Inc. a BBB+ issuer credit rating (stable outlook) and has assigned Inter Pipeline an issuer credit rating of BBB+ (negative outlook). BBB is the fourth highest of eight ratings categories for long-term issuer credit ratings. In S&P's view, an obligor rated BBB has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments.

***Issue Credit Rating***

An S&P issue credit rating is a forward-looking opinion about the creditworthiness of an obligor with respect to a specific financial obligation, a specific class of financial obligations, or a specific financial program (including ratings on medium term note programs and commercial paper programs). It takes into consideration the creditworthiness of guarantors, insurers, or other forms of credit enhancement on the obligation and takes into account the currency in which the obligation is denominated. The opinion reflects S&P's view of the obligor's capacity and willingness to meet its financial commitments as they come due, and may assess terms, such as collateral security and subordination, which could affect ultimate payment in the event of default. Issue ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories that range from AAA to D.

S&P has assigned Inter Pipeline (Corridor) Inc.'s senior unsecured debentures a BBB+ credit rating, which is the fourth highest of ten rating categories for long-term debt issues. In S&P's view, an obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. Inter Pipeline's issued and outstanding senior unsecured medium term notes have also been assigned a BBB+ rating.

#### *Payments to Credit Rating Organizations*

Inter Pipeline has made payments to, and reasonably expects, from time to time, to continue to make payments to the credit rating organizations set forth above for the provision of the related ratings and other services.

#### **Additional Information**

Further discussion regarding Inter Pipeline's capital structure is contained in the section entitled "Liquidity and Capital Resources" in the MD&A for the year ended December 31, 2018, which section is incorporated by reference herein.

### **MARKET FOR SECURITIES**

#### **Trading Price and Volume**

The Common Shares are listed and posted for trading on the TSX under the trading symbol "IPL". The following table sets forth the closing price range and the aggregate volume of trading of the Common Shares, as reported by the TSX, for the periods indicated:

<b>Period (2018)</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume</b>
January .....	26.11	23.58	20,625,303
February .....	23.76	22.00	24,590,630
March .....	23.00	21.48	20,533,242
April .....	24.33	22.76	14,417,008
May.....	24.64	23.32	19,466,308
June.....	25.09	24.12	21,447,339
July .....	25.44	24.20	17,468,390
August .....	25.21	23.98	22,710,295
September.....	23.53	22.40	21,518,213
October .....	22.95	20.87	29,762,648
November .....	23.34	21.18	33,705,195
December.....	21.65	18.90	34,286,933

#### **Prior Sales**

There are no other classes of securities of Inter Pipeline that are outstanding but not listed or quoted on a market place that have been issued by Inter Pipeline during the most recently completed financial year.

#### **ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER**

To the knowledge of management of the Corporation as at December 31, 2018, there are no securities of the Corporation held in escrow or subject to contractual restrictions on transfer.

## DIRECTORS AND OFFICERS

### Name, Occupation and Security Holding

The following table sets forth the name, province or state, and country of residence of all directors and executive officers of Inter Pipeline, their respective positions and offices held with Inter Pipeline including, in the case of directors, their membership in any committee of the board, their respective principal occupations during the five preceding years, the period or periods during which each director has served as a director and certain additional information. The directors have been appointed to hold office until the next annual general meeting of the shareholders of Inter Pipeline or until their successor are duly elected or appointed, unless their offices are earlier vacated. As of the date of this Annual Information Form, the directors and executive officers of Inter Pipeline as a group beneficially owned, or controlled or directed, directly or indirectly, 1,256,975 Common Shares representing 0.31% of all outstanding Common Shares.

Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline	Biography	Director Since/Appointment to Current Office
Richard Shaw Alberta, Canada  Independent Director, Chairman of the Board	Mr. Shaw, 73, is a former senior partner in the Business Law Group of McCarthy Tétrault LLP. His legal practice at McCarthy Tétrault broadly included the stewardship of matters related to corporate governance, corporate finance, mergers and acquisitions and securities law. Through his professional corporation, he continues to provide legal advisory services. Mr. Shaw has extensive experience with respect to corporate governance practices in Canada, having served as a director on the national board of the Institute of Corporate Directors and the Chair of its Calgary Chapter. He is a former lecturer in the Director Education Program at the Haskayne School of Business at the University of Calgary and past Chair of the Board of Governors of Mount Royal University. He is a director of Enmax Corporation and Chair of its governance committee. He recently served as the lead independent member on the Alberta Securities Commission. In the past, he has served as a Governor and Acting Vice Chair of the Glenbow Museum.	March 31, 2009 / Appointed Chairman January 1, 2014

<b>Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline</b>	<b>Biography</b>	<b>Director Since/Appointment to Current Office</b>
<p>Peter Cella Florida, United States</p> <p>Independent Director, Member of the Compensation and Major Projects Review Committees</p>	<p>Mr. Cella, 61, has more than 36 years of general management and financial experience in the energy and related sectors, including nearly 30 years in the petrochemicals and polymers industry. From 2011 until his retirement in 2017, Mr. Cella was the President and Chief Executive Officer of Chevron Phillips Chemical Company LP, where he led Chevron Phillips Chemical through the development and construction of an ethane cracker and two polyethylene units. Previously, Mr. Cella served in a variety of executive posts at BASF Corporation, INEOS Nitriles (part of the INEOS Group), BP, and Innovene, LLC. He began his career at Amoco Corporation in 1981. Mr. Cella is an independent director on the board of frontdoor, inc. Mr. Cella also served as the Chairman of the board of directors of the American Chemistry Council and served on the board of directors and executive committee for Junior Achievement of Southeast Texas, a not-for-profit organization dedicated to improving the financial literacy and work-readiness of young people. Mr. Cella holds a Bachelor of Science degree in finance from the University of Illinois and a Master of Business Administration degree from Northwestern University.</p>	<p>May 7, 2018</p>
<p>Julie Dill Texas, United States</p> <p>Independent Director, Chair of the EH&amp;S Committee and Member of the Audit Committee</p>	<p>Ms. Dill, 59, has a wealth of experience in the energy sector, having served in a number of executive capacities in the natural gas and power industries. Most recently and until her retirement in 2017, she served as the Chief Communications Officer of Spectra Energy Corp. from 2013 until completion of Spectra's merger with Enbridge, Inc. in the first quarter of 2017. Previously Ms. Dill served as the Group Vice President of Strategy for Spectra and the President and CEO of Spectra Energy Partners, LP from 2012 until 2013, and prior to that she served as President of Union Gas Limited in Ontario, Canada from 2007-2011. Previously she served in various financial and operational roles with Duke Energy, Duke Energy International and Shell Oil Company. Ms. Dill has served on the board of QEP Resources since 2013 to the present and currently serves on the board of Rayonier Advanced Materials and also served on the board of Spectra Energy Partners from 2012 until the completion of the Enbridge/Spectra merger. She is a member of the Advisory Council for the College of Business and Economics at New Mexico State University and participates on the community relations committee of the board of Memorial Hermann Hospital in Houston, Texas. Ms. Dill holds a Bachelor of Administration degree from New Mexico State University and is a graduate of the Harvard Business School Advanced Management Program.</p>	<p>May 7, 2018</p>

<b>Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline</b>	<b>Biography</b>	<b>Director Since/Appointment to Current Office</b>
<p>Duane E. Keinick Alberta, Canada</p> <p>Independent Director, Chair of the Compensation Committee and Member of the EH&amp;S Committee</p>	<p>Mr. Keinick, 72, had a distinguished career at Canadian Imperial Bank of Commerce, spanning 39 years. Mr. Keinick joined the oil and gas group in 1982 as Vice President advancing to Senior Vice President in 1986 where he had global responsibility for the bank's energy business. In 1998, Mr. Keinick was appointed as Senior Vice President and Managing Director of CIBC World Markets Inc. where he advised on major oil and gas transactions over the seven years leading to his retirement at the end of December 2005. Mr. Keinick has sat on several public company boards and many charitable and industry boards in the past. Mr. Keinick holds a Bachelor of Arts degree from the University of Calgary.</p>	February 6, 2008
<p>Arthur Korpach Alberta, Canada</p> <p>Independent Director, Member of the Audit and Governance Committees</p>	<p>Mr. Korpach, 61, has over 30 years of investment banking and public company audit experience, with a focus on the energy sector. He is a former Vice Chairman Investment Banking of CIBC World Markets Inc. where he managed the firm's global oil and gas business. His experience includes providing advice on strategy, business plans, capital structure, credit, financing and mergers and acquisitions. Mr. Korpach is a Chartered Business Valuator, an FCA/FCPA and a past Chair of the Accounting Standards Board of the Canadian Institute of Chartered Accountants. He has served on several public and private company boards and on a number of not for profit boards. He has a Bachelor of Commerce degree from the University of Saskatchewan and a Master of Business Administration degree from Harvard Business School. Mr. Korpach holds the ICD.D designation from the Institute of Corporate Directors. In addition to Inter Pipeline, Mr. Korpach currently serves on the board of Freehold Royalties Ltd.</p>	May 7, 2018
<p>Alison Taylor Love Alberta, Canada</p> <p>Independent Director, Chair of the Governance Committee and Member of the Compensation Committee</p>	<p>Ms. Love, 65, has over 30 years of experience as a corporate and securities lawyer, including extensive experience advising boards of directors. Most recently and until her retirement in 2013, she served as Corporate Secretary, Chief Compliance Officer and Vice President at Enbridge Inc. Prior to joining Enbridge Inc. in 2005, she served as Corporate Secretary of TransAlta Corporation and its subsidiary companies from 2002 to 2005. Ms. Love also served as Vice President Law, General Counsel and Corporate Secretary at Canadian Pacific Limited while employed with that organization from 1998 to 2001. Ms. Love has been involved with a number of community organizations and not-for-profit boards. Most recently, she served as Vice-Chair and on the Board of Governors of the University of Calgary, as well as several of its committees. Ms. Love previously served as the Chair of the board of directors of the Calgary Foundation and on the boards of directors of the Alberta Shock Trauma Air Rescue Society (STARS), the United Way of Calgary and area and the Heritage Park Society. She holds a law degree from Dalhousie University and a Bachelor of Arts degree from the University of Saskatchewan.</p>	January 1, 2014

<b>Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline</b>	<b>Biography</b>	<b>Director Since/Appointment to Current Office</b>
<p>Margaret A. McKenzie Alberta, Canada</p> <p>Independent Director, Member of the Audit, Compensation and Major Projects Review Committees</p>	<p>Ms. McKenzie, 57, brings over 25 years of financial experience in the energy sector to Inter Pipeline, most recently as Chief Financial Officer of Range Royalty Management Ltd., a private entity focused on acquiring oil and natural gas royalties in Western Canada. Prior to being one of the founders of Range Royalty Management, Ms. McKenzie was the Vice President, Finance and Chief Financial Officer of Profico Energy Management Ltd. from 2000 to 2006. Previous roles include eight years with Renaissance Energy Ltd. in various finance and treasury roles and four years with a large public accounting firm. Ms. McKenzie holds a Bachelor of Commerce (Distinction) degree from the University of Saskatchewan and has been a member of the Institute of Chartered Accountants of Alberta since 1985. She obtained her ICD.D designation from the Institute of Corporate Directors in 2013. In addition to Inter Pipeline, Ms. McKenzie currently serves on the boards of Encana Corporation and PrairieSky Royalty Ltd.</p>	August 1, 2015
<p>William D. Robertson Alberta, Canada</p> <p>Independent Director, Chair of the Audit Committee and Member of the Governance Committee</p>	<p>Mr. Robertson, 74, is an FCA/FCPA and was formerly the lead oil and gas specialist at Price Waterhouse and PriceWaterhouseCoopers in Calgary. After enjoying a 36 year career with the firm, Mr. Robertson retired from practice in 2002. Prior to this, he served on the CIM Petroleum Society Standing Committee on Reserve Definitions, as well as a number of other committees overseeing the practice of accounting in Alberta. Mr. Robertson previously served on the boards of Argent Energy Ltd., Endeve Energy Inc., Cinch Energy Inc., and Harvest Oil Corp., and was a member of the audit committee of the University of Calgary. Mr. Robertson graduated with a Bachelor of Commerce degree from the University of Alberta.</p>	June 16, 2003
<p>Brant Sangster Alberta, Canada</p> <p>Independent Director, Chair of the Major Projects Review Committee and Member of the EH&amp;S Committee</p>	<p>Mr. Sangster, 72, is an accomplished executive within the Canadian oil and gas industry. During his 40 year career, Mr. Sangster held senior positions with Petro-Canada and Imperial Oil Limited in the areas of refining operations, natural gas liquids, petroleum marketing, strategic planning and corporate development. Prior to retirement, he held the position of Senior Vice President, Oil Sands at Petro-Canada. Mr. Sangster also serves on the board of Titanium Corporation. He obtained his ICD.D designation from the Institute of Corporate Directors in 2014.</p>	March 31, 2009

<b>Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline</b>	<b>Biography</b>	<b>Director Since/Appointment to Current Office</b>
Christian Bayle Alberta, Canada  Director, President and Chief Executive Officer	Mr. Bayle, 49, joined Inter Pipeline in 1997 and has held a number of positions of increasing responsibility. He was appointed Vice President, Operations, in January 2002 and assumed the role of Vice President, Corporate Development, in March 2005. In December of 2008, he was appointed Senior Vice President, Corporate Development. In March 2011, he was appointed Chief Operating Officer, and on January 1, 2014, he was appointed President and Chief Executive Officer. Mr. Bayle received a Bachelor of Mechanical Engineering degree from the University of Alberta in 1992 and a Masters in Engineering Management from the same university in 1993. He holds a professional engineering designation and is a member of APEGA.	January 1, 2017 (Director) January 1, 2014 (President and Chief Executive Officer)
Brent Heagy Alberta, Canada  Chief Financial Officer	Mr. Heagy joined Inter Pipeline as Chief Financial Officer effective March 1, 2014. He previously served as Chief Financial Officer at Athabasca Oil Corporation, and prior thereto was Senior Vice President, Finance and Chief Financial Officer of Provident Energy Ltd., the entity resulting from the reorganization of Provident Energy Trust into a corporate structure in January, 2011. In a career spanning more than 30 years, Mr. Heagy has extensive experience in the areas of corporate finance, accounting, risk management and strategic leadership. He holds a Bachelor of Commerce degree from the University of Saskatchewan and is a CA/CPA.	March 1, 2014
Jeffrey Marchant Alberta, Canada  Senior Vice President, Transportation	As Senior Vice President, Transportation at Inter Pipeline Mr. Marchant is responsible for the physical operation and commercial management and development of the pipeline transportation business unit. Mr. Marchant joined Inter Pipeline in 1998 and has held a number of positions of increasing responsibility in the areas of operations, engineering and business development. He was appointed Vice President, Corporate Planning in November 2006, Vice President, Oil Sands Development in August 2007, Vice President, Transportation in January 2012, and assumed his current position as Senior Vice President, Transportation in June, 2014. Prior to joining Inter Pipeline, Mr. Marchant held various engineering positions with Gulf Canada Resources and Koch Exploration. He received a Bachelor of Chemical Engineering from the University of Alberta in 1992 and holds a professional engineering designation as a member of APEGA.	June 1, 2014

<b>Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline</b>	<b>Biography</b>	<b>Director Since/Appointment to Current Office</b>
James Madro Alberta, Canada  Senior Vice President, NGL Processing	Mr. Madro was appointed Senior Vice President, NGL Processing in April, 2018 and oversees the physical operation and commercial management and development of the NGL Processing business unit. Mr. Madro joined Inter Pipeline in 2003 and has held a number of positions of increasing responsibility in the areas of engineering, operations and business development. Prior to his most recent appointment, Mr. Madro held the positions of Senior Vice President, Operations as of June, 2014 and Vice President, Operations as of December, 2008. Before joining Inter Pipeline, Mr. Madro held various operations and engineering management positions with Gibson and Koch Pipelines. He received a Bachelor of Chemical Engineering from the University of Alberta in 1992, and holds a professional engineering designation as a member of APEGA and APEGS.	April 1, 2016
David Chappell Alberta, Canada  Senior Vice President, Petrochemical Development	Prior to joining Inter Pipeline, Mr. Chappell was most recently the president of Williams Canada. Mr. Chappell joined Williams in 2000, and during his tenure served in various leadership roles, progressing from director to president of the Canadian business in 2012. He has more than 30 years of experience in the energy industry and graduated from the University of Saskatchewan with a Bachelor of Science degree in Mechanical Engineering, and later completed the Executive Development Program at the University of Calgary. Mr. Chappell has worked in the areas of natural gas marketing, straddle plants, natural gas liquids and basic petrochemicals. He served on the board of the Energy Council of Canada for many years. Mr. Chappell was a founder of and helped launch the Resource Diversification Council (RDC) in Alberta, and currently serves as Vice Chair of the RDC.	September 23, 2016
Bernard Perron Alberta, Canada  Senior Vice President, Projects & Operations Services	As Senior Vice President, Projects and Operations Services at Inter Pipeline Mr. Perron is responsible for the execution of Inter Pipeline's organic growth projects including the Heartland Petrochemical Project. In addition, Mr. Perron oversees various service groups including EH&S, technical services and integrity, asset and risk management, land services, GIS and drafting, cost control, enterprise content management and project supply chain management. Mr. Perron joined Inter Pipeline in 2008 as General Manager, Project Development where he successfully led the project development team through a period of significant growth. Prior to his most recent appointment Mr. Perron held the position of Vice President, Project Development as of January 2013. During his 20 year career in the pipeline industry, Mr. Perron has overseen the execution of major pipeline and facility projects in Canada and internationally. Mr. Perron received an Engineering degree in 1991 from L'École Polytechnique de Montréal, and a Master of Business Administration degree in 2010 from Queen's University. He holds a professional engineering designation and is a member of APEGA.	April 16, 2018

<b>Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline</b>	<b>Biography</b>	<b>Director Since/Appointment to Current Office</b>
<p>Jim Arsenych Alberta, Canada</p> <p>Chief Compliance Officer</p>	<p>Jim Arsenych was appointed to the role of Chief Compliance Officer in January 2016 and is responsible for monitoring and ensuring Inter Pipeline is in compliance with the laws, regulations, and policies that govern its business activities. Mr. Arsenych previously held the role of Vice President, Legal since June 2006 after joining Inter Pipeline as Associate General Counsel in July 2004. He has over 30 years of experience in the oil and gas industry since joining Petro-Canada as legal counsel in 1986. Before joining Inter Pipeline, he held positions as associate general counsel of three major international pipeline corporations and actively participated as the legal representative on management teams for these corporations. Mr. Arsenych has extensive experience in extraction and midstream law, finance, banking, securities, derivatives, corporate secretarial, mergers and acquisitions, construction, and Western Canada frontier and international oil and gas law. He received his Master of Business Administration degree from the Richard Ivey School of Business at the University of Western Ontario and his law degree from the University of Saskatchewan. Mr. Arsenych is a member of the Alberta and Saskatchewan law societies and is a former director of the Canadian Energy Law Foundation.</p>	<p>January 1, 2016</p>
<p>Anita Dusevic Oliva Alberta, Canada</p> <p>Vice President, Legal</p>	<p>Ms. Dusevic Oliva was appointed to the role of Vice President, Legal in January 2016 and is responsible for the coordination and delivery of primary legal services to Inter Pipeline, including commercial, securities, litigation and corporate secretarial support. She was previously in the role of Senior Legal Counsel and Corporate Secretary. Prior to joining Inter Pipeline, Ms. Dusevic Oliva acted as legal counsel at Anadarko Canada Corporation and was an associate in the energy group at the Calgary office of a national law firm. She has extensive experience in various areas of the law, including mergers and acquisitions, corporate governance, securities, oil and gas, construction, labour and employment, and regulatory law. Ms. Dusevic Oliva received her Bachelor of Arts degree in 1999 and her Juris Doctor degree in 2002 from the University of Calgary and is a member of the Law Society of Alberta. She is a former director of both the Canadian Energy Law Foundation and Calgary Inter-Faith Food Bank.</p>	<p>January 1, 2016</p>
<p>Cory Neufeld Alberta, Canada</p> <p>Vice President, NGL Commercial</p>	<p>Cory Neufeld was appointed Vice President, NGL Commercial in April 2018 and oversees the commercial operations and development of the NGL Processing business unit. Mr. Neufeld joined a predecessor of Inter Pipeline in 1996 and has held a number of positions of increasing responsibility in the areas of operations, engineering and business development. Prior to his recent appointment, Mr. Neufeld held the role of Vice President, Oil Sands Pipeline Development as of June 2014. He received a Bachelor of Science in Mechanical Engineering from the University of Saskatchewan in 1996. Mr. Neufeld holds a professional engineering designation and is a member of APEGA and APEGS.</p>	<p>April 16, 2018</p>

<b>Name, Province or State and Country of Residence and Positions and Offices held with Inter Pipeline</b>	<b>Biography</b>	<b>Director Since/Appointment to Current Office</b>
Jeremy Roberge Alberta, Canada  Vice President, Finance & Investor Relations	Jeremy Roberge was appointed Vice President, Finance and Investor Relations in April 2018 and is broadly responsible for Inter Pipeline's capital market, treasury and investor relations activities, including credit risk, commodity risk management and communications functions. Mr. Roberge previously held the role of Vice President, Capital Markets since February 2006 after joining Inter Pipeline as Treasurer in June 2004. Prior to joining Inter Pipeline, Mr. Roberge spent several years in investment banking involved with corporate finance, strategic planning, mergers and acquisitions and related capital market activities. Mr. Roberge graduated from the University of Calgary with a Bachelor of Commerce Honours degree and completed his Master of Business Administration degree from the Richard Ivey School of Business at the University of Western Ontario.	April 16, 2018
Spil Kousiniotis Alberta, Canada  Vice President, Corporate Development	Spil Kousiniotis was appointed Vice President, Corporate Development on March 1, 2016. Prior to his time with Inter Pipeline, Mr. Kousiniotis held the position of Senior Vice President, Mergers & Acquisitions with Ernst & Young, and was previously an advisor for the Royal Bank of Canada in both oil and gas commercial banking and strategic finance. Mr. Kousiniotis holds a BA in Economics from the University of Calgary, an MBA from the University of Toronto and is a CFA charterholder.	March 1, 2016
Megan Joyce Alberta, Canada  Vice President, Human Resources	Ms. Joyce has been in the human resources industry for more than 20 years, the majority of which has been in a leadership role. Prior to joining Inter Pipeline, Ms. Joyce held various human resources positions of increasing responsibility at SNC-Lavalin, Inc. Ms. Joyce received her Bachelor of Commerce degree from the University of Saskatchewan in 1993 with majors in Human Resource Management and Health Care Administration.	April 16, 2018
Richard Sawyer Alberta, Canada  Vice President, EH&S and Technical Services	Mr. Sawyer has been with Inter Pipeline since its formation in 2002, and its predecessor since 1988. He has held various positions of increasing levels of management responsibility, and most recently he was the General Manager of Field Operations for Inter Pipeline's Canadian assets. Since graduating from the Sault College of Technology in the Natural Sciences field, Mr. Sawyer has completed programs in Environmental Management from the University of Calgary and Executive Leadership from Queen's University. Mr. Sawyer is a long-standing member of The Association of Science & Engineering Technology Professionals of Alberta.	April 16, 2018

### Cease Trade Orders

To the knowledge of the Company, no director or executive officer of the Company (nor any personal holding company of any of such persons) is, as of the date of this Annual Information Form, or was within 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Company), that (i) was subject to a cease trade order (including a management cease trade order), an order similar to a

cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

### **Bankruptcies**

Other than as described below, to the knowledge of the Company, no director or executive officer of the Company (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company (i) is, as of the date of this Annual Information Form, or has been within the 10 years before the date of this Annual Information Form, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

William D. Robertson, a director of Inter Pipeline, was previously a director of Argent Energy Ltd., which was the administrator of Argent Energy Trust. On February 17, 2016, Argent Energy Trust and its Canadian and United States holding companies (collectively "**Argent**") commenced proceedings under the *Companies' Creditors Arrangement Act* (Canada) ("**CCAA**") for a stay of proceedings until March 29, 2016. On the same date, Argent filed voluntary petitions for relief under Chapter 15 of the United States Bankruptcy Code ("**Chapter 15**"). On March 9, 2016, the stay of proceedings under the CCAA was extended until May 17, 2016. Additionally, on March 10, 2016, the US Bankruptcy Court approved an order recognizing the CCAA as the foreign main proceedings under Chapter 15. On June 30, 2016, all of the directors of Argent Energy Ltd. resigned. The CCAA proceedings relating to Argent were terminated on August 31, 2016 and Argent was assigned into bankruptcy on September 2, 2016. FTI Consulting Canada Ltd. was appointed as the trustee in bankruptcy. On April 27, 2018, the Court of Queen's Bench of Alberta granted a final distribution and discharge order.

Margaret McKenzie was a director of Endurance Energy Ltd. ("**Endurance**"), a private corporation engaged in the exploration and production of natural gas in western Canada. Ms. McKenzie resigned as a director of Endurance on March 31, 2016. On May 30, 2016, Endurance filed for creditor protection under the *Companies Creditors' Arrangement Act* (Canada).

### **Penalties or Sanctions**

To the knowledge of the Company, no director or executive officer of the Company (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Conflicts of Interest**

Certain directors of Inter Pipeline are also directors of other entities engaged in the oil and gas business generally. As a result, situations may arise where the interests of such directors conflict with their interests as directors of other companies. The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of the Company. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the ABCA. The ABCA provides that, in the event that a director has a material interest in, or is party to, a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA.

## AUDIT COMMITTEE

### Audit Committee

The audit committee consists of Mr. Robertson (Chair), Ms. Dill, Mr. Korpach and Ms. McKenzie, all of whom are financially literate and all of whom are independent directors. Mr. Robertson, FCA/FCPA, who has extensive experience in public accounting practice and audit procedures, chairs the committee. Ms. Dill, Mr. Korpach, FCA/FCPA, and Ms. McKenzie, CA/CPA, have had extensive work experience in public companies, including job responsibilities that required evaluation of financial statements for entities involved in businesses similar to the businesses undertaken by Inter Pipeline. The terms of reference of the audit committee, which are attached as Schedule "C" hereto, specifically outline its responsibilities and duties. These include monitoring the integrity of the financial reporting process and the system of internal controls, and pre-approving all non-audit services to be provided to Inter Pipeline by external auditors. The terms of reference provide that the committee will have responsibility for oversight of the external auditors who shall report directly to the audit committee. The terms of reference direct that all audit committee members shall be financially literate (meaning that each committee member has the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements), and at least one member shall have accounting or related financial management expertise. All members of the audit committee are considered "financial experts".

Inter Pipeline has not relied on any exemptions from the requirements of National Instrument 52-110 in 2018 and there have been no instances in 2018 in which the directors did not adopt a recommendation of the audit committee to nominate or compensate an external auditor.

### Fees

The following table outlines the fees billed by external auditors to Inter Pipeline in the last two fiscal years, categorized by audit fees, audit-related fees, tax fees and all other fees and includes a description of the nature of services comprising such fees.

<u>(\$ thousands)</u>	<u>2018</u>	<u>2017</u>
Audit fees <sup>(1)</sup>	1,307	1,064
Audit related fees <sup>(2)</sup>	571	579
Tax fees <sup>(3)</sup>	283	156
All other fees	-	-
<b>Total</b>	<b><u>2,161</u></b>	<b><u>1,799</u></b>

Notes:

- (1) Relates primarily to fees associated with the annual audit and interim reviews of the consolidated Financial Statements and prospectus-related work (including French translation).
- (2) Relates primarily to audit fees and travel expenses for foreign subsidiary audits and reviews
- (3) Relates primarily to fees associated with general tax planning and compliance.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

### Legal Proceedings

Legal proceedings, arbitrations and regulatory actions are part of doing business. While the Corporation cannot predict the final outcomes of proceedings and actions with certainty, management does not expect any current proceeding or action to have a material impact on the Corporation's consolidated financial position, results of operations or liquidity. The Corporation is not aware of any potential legal proceeding or action that would have a material impact on Inter Pipeline's consolidated financial position, results of operations or liquidity. See "Risk Factors".

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

There is no material interest, direct or indirect, of any (i) director or executive officer of Inter Pipeline, (ii) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of Inter Pipeline's voting securities, and (iii) associate or affiliate of any of the persons or entities referred to in (i) or (ii), in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect Inter Pipeline, other than as disclosed elsewhere in this Annual Information Form.

## **TRANSFER AGENT AND REGISTRAR**

Inter Pipeline's transfer agent and registrar is Computershare Trust Company of Canada at its principal offices in Calgary, Alberta and Toronto, Ontario.

## **MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business, the only material contracts entered into by Inter Pipeline within the most recently completed financial year, or before the most recently completed financial year which are still in effect, are the following:

- The amended and restated credit agreement of Inter Pipeline Ltd. dated September 2, 2013.
- The amended and restated credit agreement of Inter Pipeline (Corridor) Inc. dated December 15, 2011.

Copies of these documents have been filed on SEDAR at [www.sedar.com](http://www.sedar.com).

## **INTERESTS OF EXPERTS**

### **Names of Experts**

The only person or company who is named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by Inter Pipeline during, or relating to, Inter Pipeline's most recently completed financial year, and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company, is Ernst & Young LLP, Inter Pipeline's independent auditors.

### **Interest of Experts**

Ernst & Young LLP is independent of Inter Pipeline within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

## **ADDITIONAL INFORMATION**

Additional information relating to Inter Pipeline can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Inter Pipeline's securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in Inter Pipeline's information circular dated March 19, 2018 for the most recent annual meeting of security holders that involved the election of directors on May 7, 2018. Additional financial information is contained in Inter Pipeline's Financial Statements and the related MD&A for Inter Pipeline's most recently completed financial year.

## SCHEDULE "A" – GLOSSARY OF TERMS

"**1745844 Alberta Ltd.**" means 1745884 Alberta Ltd., successor to Marathon Oil Canada Corporation by way of name change, which is jointly owned by Shell and Canadian Natural;

"**ABCA**" means the Alberta *Business Corporations Act*, RSA 200, c. B-9;

"**AOC**" means Athabasca Oil Corporation, or a subsidiary or affiliate of Athabasca Oil Corporation, as applicable and as the context requires;

"**AOSP**" means the Athabasca Oil Sands Project, owned by Canadian Natural, Chevron, and 1745844 Alberta Ltd;

"**Backwardation**" means a market condition in which futures prices for a product are lower in future delivery months, therefore resulting in storage of such product for a period of time being potentially less beneficial than immediate sale of such product;

"**Bitumen**" means a tar-like form of Crude Oil, often found in deposits containing significant amounts of sand, that must be heated or diluted before it will flow;

"**Bitumen Blend**" means Bitumen that has been blended with Diluent in order for it to be transported by pipeline;

"**Boreal Pipeline System**" means the pipeline previously owned by Williams Canada which connects the two Offgas Plants to the Redwater Olefinic Fractionator;

"**BP**" means BP Canada Energy Group ULC, or a subsidiary or affiliate of BP Canada Energy Group ULC, as applicable and as the context requires;

"**Break Bulk**" means large shipments of product being segregated at a storage facility to create smaller shipments appropriate for smaller transportation vessels;

"**Build Bulk**" means small shipments of product being aggregated at a storage facility to create larger shipments appropriate for larger transportation vessels;

"**Canadian Natural**" means Canadian Natural Resources Limited, or a subsidiary or affiliate of Canadian Natural Resources Limited, as applicable and as the context requires;

"**Cenovus**" means Cenovus Energy Inc., or a subsidiary or affiliate of Cenovus Energy Inc., as applicable and as the context requires;

"**Central Utility Block**" means the central utility block to be constructed by Inter Pipeline to supply electricity, steam and other utilities to the Heartland Petrochemical Complex;

"**Chevron**" means Chevron Canada Limited, or a subsidiary or affiliate of Chevron Canada Limited, as applicable and as the context requires;

"**CHS**" means CHS Inc., or a subsidiary or affiliate of CHS Inc., as applicable and as the context requires;

"**Class A Preferred Shares**" means Class A Preferred Shares of the Corporation;

"**CNOOC**" CNOOC Petroleum North America ULC, a wholly owned subsidiary of CNOOC Limited, or a subsidiary or affiliate of CNOOC Petroleum North America ULC, as applicable and as the context requires;

"**Cold Lake Founders**" means Imperial Oil, FCCL Partnership and Canadian Natural;

"**Cold Lake Transportation Service Agreement**" means the agreement dated October 5, 2000 between Cold Lake Pipeline Limited Partnership and the Cold Lake Founders;

"**Common Share**" means common shares of the Corporation and "**Common Shareholders**" means holders of Common Shares;

"**Condensate**" means a mixture of hydrocarbons consisting primarily of pentanes and heavier liquids extracted from natural gas;

"**Contango**" means a market condition in which futures prices for a product are higher in future delivery months, therefore resulting in storage of such product for a period of time being potentially more beneficial than immediate sale of such product;

"**Corridor Firm Service Agreement**" means the long-term take-or-pay contract among Inter Pipeline, Inter Pipeline (Corridor) Inc. and the Corridor Shippers, pursuant to which the Corridor pipeline system is operated;

"**Corridor Shippers**" means, collectively, Canadian Natural, Chevron, and 1745844 Alberta Ltd.;

"**Crude Oil**" means a mixture of hydrocarbons that exists in a liquid phase in natural underground reservoirs and remains liquid at atmospheric pressure after passing through surface separating facilities;

"**Diluent**" means a lower density fluid used to blend with heavy oil or Bitumen in order to reduce viscosity and density. Condensate is the most commonly used Diluent for pipeline transportation of heavy oil or Bitumen;

"**Dow Chemicals**" means Dow Chemical Canada ULC, or a subsidiary or affiliate of Dow Chemical Canada ULC, as applicable and as the context requires;

"**EBITDA**" means net income before total interest less capitalized interest, income taxes, depreciation and amortization;

"**Enbridge**" means Enbridge Inc., or a subsidiary or affiliate of Enbridge Inc., as applicable and as the context requires;

"**FCCL Partnership**" means the partnership between Cenovus FCCL Ltd. and Cenovus Energy Inc., each being wholly owned subsidiaries of Cenovus;

"**Financial Statements**" means Inter Pipeline's audited consolidated financial statements;

"**Frac Spread**" means the difference in price between natural gas and the applicable NGL products, generally expressed in US\$ per US gallon;

"**GAAP**" means Canadian generally accepted accounting principles;

"**Gibson**" means Gibson Energy Inc., or a subsidiary or affiliate of Gibson Energy Inc., as applicable and as the context requires;

"**Global Reporting Initiative Standards**" means the standards for sustainability reporting issued by the Global Reporting Initiative, an international independent organization headquartered in Amsterdam, Netherlands.

"**Heartland Petrochemical Complex**" means the integrated petrochemical complex comprised of the PDH Plant and PP Plant, to be constructed by Inter Pipeline in Strathcona County, Alberta;

"**Heavy Blend Crude Oil**" means Heavy Crude Oil that has been blended with Diluent in order for it to be transported by pipeline;

"**Heavy Crude Oil**" means Crude Oil with a typical density between 904 kilograms per cubic metre (kg/m<sup>3</sup>) and 940 kilograms per cubic metre (kg/m<sup>3</sup>), and typical viscosity between 100 and 350 square millimetres per second (mm<sup>2</sup>/s);

"**Husky**" means Husky Energy Inc., or a subsidiary or affiliate of Husky Energy Inc., as applicable and as the context requires;

"**hydrocarbons**" means organic compounds containing only carbon and hydrogen;

"**Imperial Oil**" means Imperial Oil Limited, or a subsidiary or affiliate of Imperial Oil Limited, as applicable and as the context requires;

"**Inter Pipeline**", the "**Corporation**" or the "**Company**" means Inter Pipeline Ltd. and may include its affiliates and subsidiaries as the context requires;

"**Inter Pipeline (Corridor) Inc.**" means the wholly owned subsidiary of Inter Pipeline Ltd. that owns and operates the Corridor pipeline system;

"**Inter Terminals**" means Inter Terminals Limited and its subsidiaries;

"**JACOS**" means Japan Canada Oil Sands Limited, or a subsidiary or affiliate of Japan Canada Oil Sands Limited, as applicable and as the context requires;

"**Kinder Morgan**" means Kinder Morgan Inc., or a subsidiary or affiliate of Kinder Morgan Inc., as applicable and as the context requires;

"**Light Crude Oil**" means Crude Oil with a typical density of between 800 kilograms per cubic metre (kg/m<sup>3</sup>) and 876 kilograms per cubic metre (kg/m<sup>3</sup>), and typical viscosity between 2 square millimetres per second (mm<sup>2</sup>/s) and 20 square millimetres per second (mm<sup>2</sup>/s);

"**Light Sour Crude Oil**" means Light Crude Oil with a sulphur content of more than 0.5% by weight;

"**Light Sweet Crude Oil**" means Light Crude Oil with a sulphur content of less than 0.5% by weight;

"**MD&A**" means the Management's Discussion and Analysis;

"**NGL**" means paraffinic natural gas liquids, consisting of any one of ethane, propane, butane and Condensate, and olefinic natural gas liquids, consisting of any one of ethylene, propylene, alky feed and olefinic condensate, as well as any combination thereof;

"**NGL Processing Facilities**" means the Straddle Plants, the Offgas Plants, the Boreal Pipeline System and the Redwater Olefinic Fractionator;

"**NOVA Chemicals**" means NOVA Chemicals Corporation, or a subsidiary or affiliate of NOVA Chemicals Corporation, as applicable and as the context requires;

"**Offgas Plants**" means, collectively, Pioneer 1 and Pioneer 2 located near Fort McMurray, Alberta, that are capable of extracting approximately 40,000 b/d of NGL from the upgrader offgas;

"**Osum**" means Osum Oil Sands Corp., or a subsidiary or affiliate of Osum Oil Sands Corp., as applicable and as the context requires;

"**PDH Plant**" means the propane dehydrogenation plant to be constructed by Inter Pipeline as part of its Heartland Petrochemical Complex;

"**Pembina Pipeline**" means Pembina Pipeline Corporation, through its wholly-owned subsidiary Pembina Midstream Limited Partnership;

"**petroleum**" means the liquid hydrocarbon product of oil wells, gas wells, oil or gas processing plants, oil sands, natural gas Condensates or a mixture of such products;

"**Pioneer 1**" means the offgas plant located at the Suncor oil sands upgrading facility;

"**Pioneer 2**" means the offgas plant located at the Canadian Natural oil sands upgrading facility;

"**Pipelines**" means Inter Pipeline's right, title and interest in the Bow River pipeline system, the Central Alberta pipeline system, the Mid-Saskatchewan pipeline system, the Cold Lake pipeline system, the Corridor pipeline system, the Polaris pipeline system, the Boreal Pipeline System, and certain miscellaneous assets used in connection with the operation of those pipeline systems;

"**Plains Midstream**" means Plains Midstream Canada ULC, an indirect subsidiary of Plains All American Pipeline, L.P., or a subsidiary or affiliate of Plains Midstream Canada ULC, as applicable and as the context requires;

"**PP Plant**" means the polypropylene plant to be constructed by Inter Pipeline as part of its Heartland Petrochemical Complex;

"**Redwater Olefinic Fractionator**" means the olefinic fractionation plant located near Redwater, Alberta and formerly owned by Williams Canada which separates an ethane-plus mixture into higher value products including propane, polymer grade propylene, normal butane, alky feed, olefinic condensate and an ethane-ethylene mixture as well as supporting caverns capable of storing over one million barrels of NGL;

"**Shell**" means Shell Canada Energy, by its managing partner, Shell Canada Limited, or a subsidiary or affiliate of Shell Canada Energy;

"**Shell Trading**" means Shell Trading Canada, an Alberta partnership;

"**Shrinkage Gas**" means the natural gas supplied by an NGL extractor to replace energy shrinkage for the benefit of the shipper(s) whose gas has had NGL removed;

"**Straddle Plants**" means Inter Pipeline's 100% ownership interests in the Cochrane and Empress II straddle plants and its 50% ownership interest in the Empress V straddle plant;

"**Suncor**" means Suncor Energy Inc., or a subsidiary or affiliate of Suncor Energy Inc., as applicable and as the context requires;

"**Teine**" means Teine Energy Ltd., a private company based in Calgary, Alberta;

"**TransCanada Alberta System**" means the TransCanada Pipelines Alberta Gas Transmission System, which consists of the Nova Gas Transmission Limited and Foothills pipeline systems;

"**TSX**" means the Toronto Stock Exchange;

"**Whitecap**" means Whitecap Resources Inc., or a subsidiary or affiliate of Whitecap Resources Inc., as applicable and as the context requires; and

"**Williams Canada**" means all of the Canadian subsidiaries of The Williams Companies Inc. and Williams Partners L.P., specifically Williams Energy Canada ULC, Williams Horizon Offgas ULC, Williams Energy Canada Development ULC, Williams Canada Propylene ULC and Williams Canada Employees Services Inc., which were acquired by Inter Pipeline on September 23, 2016.

**SCHEDULE "B" – ABBREVIATIONS AND CONVERSIONS**

In this Annual Information Form, the following abbreviations have the indicated meanings.

bbl and bbls	barrel and barrels, each barrel representing 34.973 Imperial gallons or 42 U.S. gallons
b/d	barrels per day
bcf/d	billion cubic feet per day

The following table sets forth certain standard conversions between Standard Imperial Units and the International Systems of Units (or metric Units).

<u>To Convert From</u>	<u>To</u>	<u>Multiply By</u>
cubic metres	cubic feet ("ft <sup>3</sup> ")	35.4940
barrels	cubic metres ("m <sup>3</sup> ")	0.1590
cubic metres ("m <sup>3</sup> ")	barrels	6.2898
inches	centimetres	2.5400
centimetres	inches	0.3937
feet	metres	0.3048
metres	feet	3.2808
miles	kilometres	1.6093
kilometres	miles	0.6214
acres	hectares	0.4047
hectares	acres	2.4711
pounds/square inch (psig)	kilopascals (kPa)	6.8948
kilopascals (kPa)	pounds/square inch (psig)	0.1450

## SCHEDULE "C" – AUDIT COMMITTEE TERMS OF REFERENCE

### ESTABLISHMENT OF AUDIT COMMITTEE

A committee of the Board of Directors of Inter Pipeline Ltd. (the "**Company**") to be known as the "Audit Committee" is hereby established.

### MEMBERSHIP

The Committee shall consist of not less than three directors, a majority of whom are resident Canadians (as defined in the *Alberta Business Corporations Act*), and all of whom are independent directors within the meaning of the current definition of such term prescribed by the Toronto Stock Exchange and any regulatory body having jurisdiction over the Company.

All Committee members shall be "financially literate" meaning having the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. At least one member of the Committee shall have accounting or related financial management expertise.

### MANDATE

#### 1. General Mandate

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting matters.

#### 2. Specific Mandate

- I. The Committee shall carry out the responsibilities of an audit committee as are prescribed by law or requested by the Board from time to time including, without limitation, the following matters:

##### Matters relating to oversight of financial reporting

- a) Review the Company's quarterly and annual financial statements, MD&A and earnings news releases before such information is publicly disclosed. This review will include a discussion with management and the external auditors of significant issues regarding the financial results, accounting principles, practices and management estimates and judgments;
- b) Ensure that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements and periodically assess those procedures;
- c) Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements;
- d) Review any changes in accounting policy;
- e) Obtain and review summaries of significant or unusual transactions, and other potentially complex matters whose treatment in the financial statements merits advance consideration;

##### Matters relating to oversight of external auditors

- f) Have responsibility for oversight of the external auditors who shall report directly to the Committee;

- g) Make recommendations to the Board with respect to the external auditors as well as compensation to be paid to such auditors;
- h) Review and approve the annual Audit Plan, process, results and performance of the independent external auditors;
- i) Pre-approve all non-audit services to be provided to the Company by the external auditors;
- j) Review all material written communications between the external auditors and management, including the annual management representation letter, summary of unrecorded differences, and reports (including recommendations regarding internal controls which shall be reviewed with the auditors and management to understand proposed steps to be taken to address any identified issues);
- k) Be involved in the resolution of disagreements between management and the external auditor regarding financial reporting;
- l) Review and approve any hiring policies regarding partners, employees and former partners and employees of the present and any former external auditors;
- m) Annually evaluate the external auditors, in conjunction with management, prior to making a recommendation to the Board regarding the Board's determination of whether to recommend the auditors to the Company's shareholders for appointment at the Company's next annual general meeting of shareholders, which evaluation shall include an assessment of: the qualifications and performance of the external auditors; the quality and candor of the external auditors' communications with the Committee and the Company; and the external auditors' independence, objectivity and professional skepticism;

Matters relating to oversight of internal controls

- n) Monitor the integrity of the financial reporting process and the system of internal controls that management and the Board have established;
- o) Review on a quarterly basis the process and progress of the Company in evaluating the internal control system to ensure readiness to comply with the required officer certifications of the effectiveness of internal controls in the timeframes prescribed by law;

Matters relating to oversight of internal audit

- p) Review and approve the annual Internal Audit Plan;
- q) Review and approve the Internal Audit Charter annually;

Matters relating to oversight of risk management

- r) On a quarterly basis, receive and consider updates by management with respect to the Company's market risk management program and the extent of market risk management transactions outstanding;
- s) Monitor the management of the principal risks that could impact the financial reporting of the Company;

Matters relating to whistleblowing

- t) Monitor the maintenance by the Company of a "Whistleblower" policy establishing a process pursuant to which anonymous submissions from directors, officers, employees, contractors, consultants and representatives can be made regarding the Company's actions or business practices, including accounting, internal controls or auditing matters;

- u) Review and respond to any complaints of a financial nature or relating to internal financial controls received by the Company through the "whistleblower" process and report any such complaints and their disposition to the Board at least annually;

Other matters

- v) Review the Annual Information Form and any Information Circular;
- w) Periodically self-assess the Committee's performance and effectiveness in fulfilling its role; and
- x) Conduct other investigations or assignments as assigned by the Board or deemed necessary by the Committee to fulfill its mandate.

II. Notwithstanding the foregoing oversight responsibilities of the Committee:

- a) Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements and publicly disclosed documents as well as the Company's financial reporting process, accounting policies, internal controls over financial reporting, internal audit function, risk management activities and disclosure controls and procedures;
- b) The external auditors are responsible for planning and conducting audits of the Company's annual financial statements; expressing an opinion as to the conformity of such annual financial statements with GAAP or any other applicable laws, rules and regulations; and planning and conducting reviews of the Company's quarterly financial statements; and
- c) Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and the integrity of the professionals and experts (including the Company's internal auditor (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services), and the Company's external auditors) from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

**ADMINISTRATIVE MATTERS**

**1. Appointment of Committee Members**

Members of the Committee shall be appointed annually by the Board.

**2. Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three directors.

**3. Committee Chair**

The Board shall appoint a Chair of the Committee. The Chair shall convene and direct meetings of the Committee and prepare and/or approve an agenda in advance of each meeting.

**4. Absence of Committee Chair**

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside at the meeting.

**5. Secretary of Committee**

The Committee shall appoint a Secretary who need not be a director of the Company.

**6. Meetings**

The Committee shall meet at least quarterly. The Chair or any two members of the Committee may call a meeting of the Committee. The Committee shall meet in camera at least quarterly with management and the external auditors to discuss audit, financial and other matters as appropriate. The Committee may meet privately with the Company's internal auditors as the Committee deems necessary or if requested by the Company's internal auditors.

**7. Notice of Meetings**

Notice of the time and place of every meeting shall be given in writing (including by email or by facsimile communication) to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**8. Quorum**

A simple majority of the members of the Committee, present in person or by telephone or other communication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

**9. Voting**

Voting in respect of matters before the Committee will be by simple majority. In the case of an equality of votes, the Chair will not have a second or deciding vote.

**10. Attendance of Non-Committee Members at Meeting**

At the invitation of the Chair of the Committee, one or more officers, employees or consultants of the Company may attend any meeting of the Committee. All directors of the Company may attend all meetings of the Committee.

**11. Procedures, Records and Reporting**

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but generally, not later than the next meeting of the Board).

**12. Review of Terms of Reference**

The Committee shall review its terms of reference at least annually or otherwise, as it deems appropriate, and propose or recommend changes to the Board.

**13. Outside Advisors**

The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities and shall have direct access to anyone in the organization and to the external auditors who will report directly to the Committee. The Committee has the authority to engage and compensate any outside advisor that it determines

to be necessary to permit it to carry out its duties. The Committee has the authority to communicate directly with any internal and external auditors. The Chair of the Committee shall have the authority to approve the engagement of, and compensation to be paid to, any outside advisors by the Company's internal auditors in order for said auditors to carry out their duties.

**14. External Auditors**

The external auditors shall receive notice of every meeting of the Committee.