

**VOTING INSTRUCTION FORM**  
**PEMBINA PIPELINE CORPORATION**

**SEE VOTING INSTRUCTIONS ON REVERSE**  
**WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST**  
**ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.**

**INTERNET VOTE: [www.proxyvote.com](http://www.proxyvote.com)**  
**TELEPHONE VOTE: 1-800-474-7493**

MEETING TYPE: SPECIAL MEETING

MEETING DATE: TUESDAY, MARCH 27, 2012 AT 10:30 A.M. MDT

RECORD DATE: FOR HOLDERS AS OF FEBRUARY 14, 2012

PROXY DEPOSIT DATE: MARCH 23, 2012

ACCOUNT NUMBER: HRT3SSTA 01 OM

CUSIP: 706327103 CUID: 1770 C81 S89618 010 E **CONTROL NO. : 161169370615**

**APPOINTEE(S) MR. ROBERT B. MICHALESKI, MR. D. JAMES WATKINSON, Q.C.**

IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE PERSON ATTENDING THE MEETING ON THE APPOINTEE LINE BELOW.

PLEASE PRINT APPOINTEE NAME

**ITEM(S)**

**VOTING RECOMMENDATIONS**

- AN ORDINARY RESOLUTION, APPROVING THE ISSUANCE OF UP TO ----->>> 129,293,805 COMMON SHARES OF THE CORPORATION, PLUS SUCH NUMBER OF ADDITIONAL COMMON SHARES OF THE CORPORATION REQUIRED TO BE ISSUED TO ACCOUNT FOR THE ROUNDING OF FRACTIONAL SHARES, PURSUANT TO A PLAN OF ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING PROVIDENT ENERGY LTD. (PROVIDENT), HOLDERS OF COMMON SHARES OF PROVIDENT, THE CORPORATION AND PEMBINA ACQUISITIONCO INC., A WHOLLY-OWNED SUBSIDIARY OF THE CORPORATION. FOR --->>>
- A SPECIAL RESOLUTION APPROVING AN AMENDMENT TO THE CORPORATIONS --->>> ARTICLES TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS OF THE CORPORATION FROM 9 TO 11, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING INFORMATION CIRCULAR. FOR --->>>

\*NOTE\* THIS FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.  
 \*NOTE\* THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING INFORMATION CIRCULAR.

**VOTE USING YOUR MOBILE DATA DEVICE SUCH AS SMART PHONES AND TABLETS AT [WWW.PROXYVOTE.COM](http://www.proxyvote.com)**

FOLD IN HALF - DO NOT DETACH

FOLD IN HALF - DO NOT DETACH

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**ITEM(S) (FILL IN ONLY ONE BOX " " PER ITEM IN BLUE OR BLACK INK)**

FOR  AGAINST  99000 0100100000000036  
 CONTROL NO. : → 161169370615



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4588  
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**AVENUE INVESTMENT MANAGEMENT**  
**PAUL HARRIS**  
**47 COLBORNE STREET, SUITE 300**  
**TORONTO, ON M5E 1P8**  
**CANADA**

SIGNATURE(S) *James* DATE (DDMMYY) *Nov 5/12*

\* INVALID IF NOT SIGNED \*