

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
TELEPHONE VOTE: 1-800-474-7493

MEETING TYPE: ANNUAL MEETING

MEETING DATE: THURSDAY, MAY 26, 2011 AT 2:00 P.M. MDT

RECORD DATE: FOR HOLDERS AS OF APRIL 12, 2011

PROXY DEPOSIT DATE: MAY 24, 2011

ACCOUNT NUMBER: HRSSSTA 01 OM

CUSIP: 706327103 CUID: 1770 C81 P11761 010 E **CONTROL NO. : 612379116979**

APPOINTEES) 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

- 1 - TO FIX THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT ---->>> FOR ---->>>
- NINE (9).
- 3 - TO APPOINT KPMG LLP, CHARTERED ACCOUNTANTS, AS THE AUDITORS OF ---->>> FOR ---->>>
- THE CORPORATION FOR THE ENSUING FINANCIAL YEAR AT A REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS.
- 4 - TO APPROVE A STOCK OPTION PLAN FOR THE CORPORATION AS MORE ---->>> FOR ---->>>
- PARTICULARLY DESCRIBED IN THE ACCOMPANYING NOTICE OF MEETING AND INFORMATION CIRCULAR AND PROXY STATEMENT (THE "INFORMATION CIRCULAR").

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.

UNDER SECURITIES REGULATIONS, SECURITYHOLDERS MAY ELECT ANNUALLY TO RECEIVE THE ANNUAL/INTERIM FINANCIAL STATEMENTS OR BOTH INCLUDING RELEVANT MD&A BY MAIL. INDICATE YOUR PREFERENCE IN THE APPROPRIATE BOX(S) PROVIDED.

TELEPHONE VOTE AT 1-800-474-7493 OR
INTERNET VOTE AT WWW.PROXYVOTE.COM

AQ

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FOLD IN HALF - DO NOT DETACH

2 ELECTION OF DIRECTORS (FILL IN ONLY ONE BOX " " PER NOMINEE IN BLUE OR BLACK INK)
VOTING RECOMMENDATION: FOR ALL THE NOMINEES PROPOSED AS DIRECTORS

- 01-THOMAS W. BUCHANAN FOR WITHHOLD
- 02-RANDALL J. FINDLAY FOR WITHHOLD
- 03-ROBERT B. MICHALESKI FOR WITHHOLD
- 04-LESLIE A. O'DONOGHUE FOR WITHHOLD
- 05-ROBERT F. TAYLOR FOR WITHHOLD
- 06-ALLAN L. EDGEWORTH FOR WITHHOLD
- 07-DAVID M.B. LEGGRESLEY FOR WITHHOLD
- 08-LORNE B. GORDON FOR WITHHOLD
- 09-MYRON F. KANIK FOR WITHHOLD

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

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CONTROL NO. : → 612379116979



STATE STREET.
Smoking Institutional Investors Worldwide

1776 HERITAGE DRIVE
 NORTH QUINCY MA 02171

1307
 1291
 P11761
 1 OF 1

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

NONE ANNUAL INTERIM

[Signature]
 SIGNED (URE(S)) **INVALID IF NOT SIGNED** DATE **May 4/11**