

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement (the “Prospectus Supplement”), together with the accompanying short form base shelf prospectus dated June 17, 2011 to which it relates, as amended or supplemented (the “Prospectus”), and each document incorporated by reference into this Prospectus Supplement and into the Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities to be offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “1933 Act”), or any state securities laws. Accordingly, except as permitted by the Underwriting Agreement (as defined below) and pursuant to exemptions from the registration requirements of the 1933 Act and applicable state securities laws, these securities may not be offered or sold in the United States of America. This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States of America. See “Plan of Distribution”.

Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Director, Investor Relations of Keyera Corp. at 600, 144-4th Avenue S.W., Calgary, Alberta, Canada, T2P 3N4 (telephone 1-888-699-4853) and are also available electronically at www.sedar.com.

New Issue

February 23, 2012

Prospectus Supplement to the Short Form Base Shelf Prospectus Dated June 17, 2011



KEYERA CORP.
\$176,300,000
4,100,000 Common Shares

Keyera Corp. (“Keyera” or the “Corporation”) is hereby qualifying the distribution (the “Offering”) of 4,100,000 common shares (the “Firm Shares”) of the Corporation at a price of \$43.00 per Firm Share (the “Offering Price”). The Offered Shares (as defined herein) will be issued and sold pursuant to an underwriting agreement (the “Underwriting Agreement”) dated February 23, 2012 between the Corporation and RBC Dominion Securities Inc., National Bank Financial Inc., TD Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., Peters & Co. Limited, FirstEnergy Capital Corp. and Macquarie Capital Markets Canada Ltd. (collectively, the “Underwriters”). See “Details of the Offering” and “Plan of Distribution”. The issued and outstanding common shares of the Corporation (the “Common Shares”) are listed on the Toronto Stock Exchange (the “TSX”) under the symbol “KEY”. On February 22, 2012, the last trading day prior to the filing of this Prospectus Supplement, the closing price of the Common Shares on the TSX was \$43.07. The TSX has conditionally approved the listing of the Offered Shares on the TSX. Listing on the TSX is subject to the Corporation fulfilling all of the listing requirements of the TSX on or before May 23, 2012.

Price: \$43.00 per Offered Share

	Price to the Public	Underwriters’ Fee⁽¹⁾	Net Proceeds to the Corporation⁽²⁾
Per Firm Share	\$43.00	\$1.72	\$41.28
Total⁽³⁾	\$176,300,000	\$7,052,000	\$169,248,000

- (1) The Corporation has agreed to pay the Underwriters a cash fee of 4.0% of the gross proceeds of the Offering (the “Underwriters’ Fee”)
- (2) Before deducting the estimated expenses of the Offering of approximately \$500,000. The expenses of the Offering and the Underwriters’ Fee will be paid from the general funds of the Corporation.
- (3) The Corporation has granted to the Underwriters an option (the “Over-Allotment Option”), exercisable at any time until 30 days following the Offering Closing Date (as defined herein), to purchase up to an additional 615,000 Common Shares (the “Over-Allotment Shares”, and together with the Firm Shares, the “Offered Shares”) at the Offering Price. A purchaser who acquires Common Shares forming part of the Over-Allotment Option acquires those Common Shares under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, the Underwriters’ Fee and the net proceeds to the Corporation, before expenses of the Offering, will be \$202,745,000, \$8,109,800 and \$194,635,200,

respectively. See “Plan of Distribution”. The distribution of the Common Shares that may be issued on the exercise of the Over-Allotment Option is also qualified under the Prospectus, as supplemented by this Prospectus Supplement.

Underwriters’ Position	Maximum Size or Number of Securities Held	Exercise Period	Exercise Price
Over-Allotment Option.....	615,000 Common Shares	Any time until 30 days after the Offering Closing Date (as defined herein)	\$43.00 per Common Share

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued and delivered by the Corporation to, and accepted by, the Underwriters in accordance with the conditions contained in the Underwriting Agreement and subject to the approval of certain legal matters relating to Canadian law on behalf of the Corporation by Stikeman Elliott LLP and on behalf of the Underwriters by Fraser Milner Casgrain LLP. Subscriptions will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. It is currently anticipated that the closing date of the Offering (the “Offering Closing Date”) will be on or about March 1, 2012, or such later date as the Corporation and the Underwriters may agree but in any event not later than March 8, 2012. See “Details of the Offering”.

Except as set out below, it is expected that one or more book-entry certificates evidencing the Offered Shares will be issued in registered form to CDS Clearing and Depository Services Inc. (“CDS”) and will be deposited with CDS on the Offering Closing Date. Except as set out below, no certificate evidencing the Offered Shares will be issued to purchasers and registration will be made in the depository service of CDS. Such purchasers of the Offered Shares will receive only a customer confirmation from the Underwriters or other registered dealer who is a CDS participant (a “CDS Participant”) and from or through whom a beneficial interest in the Offered Shares is purchased. Certificates for the Offered Shares distributed in the United States will be represented by physical, registered certificates, which will be available at the closing of the Offering or the closing of the exercise of the Over-Allotment Option, as applicable.

Subject to applicable laws, the Underwriters may, in connection with the Offering, over-allot or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. **In certain circumstances, the Underwriters may offer the Offered Shares at a price lower than the Offering Price. See “Plan of Distribution”.**

Investing in the Offered Shares involves certain risks. See “Risk Factors” in the accompanying Prospectus and in this Prospectus Supplement.

Each of RBC Dominion Securities Inc., National Bank Financial Inc., TD Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc. and CIBC World Markets Inc. is a subsidiary or an affiliate of one of the Corporation’s lenders and to which the Corporation is currently indebted. Consequently, the Corporation may be considered a connected issuer of such Underwriters for the purposes of securities regulations in certain provinces of Canada. The net proceeds from this Offering will be used to reduce the Corporation’s indebtedness to such lenders. See “Relationship Between the Corporation and Certain of the Underwriters” and “Use of Proceeds”.

The Corporation's registered and head office is located at 600, 144 – 4th Avenue S.W., Calgary, Alberta, T2P 3N4.

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IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the securities the Corporation is offering and also adds to and updates certain information contained in the Prospectus and the documents incorporated by reference therein. The second part, the Prospectus, gives more general information, some of which may not apply to the Offered Shares offered hereunder.

Prospective investors should rely only on the information contained in or incorporated by reference into this Prospectus Supplement and the Prospectus. The Corporation has not authorized any other person to provide prospective investors with additional or different information. If anyone provides prospective investors with different or inconsistent information, prospective investors should not rely on it. The Corporation is offering to sell, and seeking offers to buy, these securities only in jurisdictions where offers and sales are permitted. Prospective investors should assume that the information appearing in this Prospectus Supplement and the Prospectus, as well as information the Corporation has previously filed with the securities regulatory authorities in each of the provinces of Canada that is incorporated herein and in the Prospectus by reference, is accurate as of their respective dates only. The Corporation's business, financial condition, results of operations and prospects may have changed since those dates.

In this Prospectus Supplement, unless otherwise specified or the context otherwise requires, references to "Keyera" or the "Corporation" mean Keyera Corp. and its subsidiaries and other entities owned or controlled, directly or indirectly, by Keyera Corp. In this Prospectus Supplement, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars. References to "dollars" or "\$" are to lawful currency of Canada.

Unless otherwise indicated, all financial information included and incorporated by reference in this Prospectus Supplement and the Prospectus is determined using Canadian generally accepted accounting principles ("GAAP"). Generally accepted accounting principles in Canada have been revised to converge with International Financial Reporting Standards ("IFRS"), and publicly traded companies such as the Corporation are required to apply these standards for years beginning on or after January 1, 2011. In this Prospectus Supplement, references to GAAP are references to GAAP after the transition to IFRS.

FORWARD-LOOKING INFORMATION

Certain statements contained in this Prospectus Supplement and the documents incorporated by reference herein contain forward-looking statements. These statements relate to future events or the Corporation's future performance. Such statements are predictions only and actual events or results may differ materially. The use of words such as "anticipate," "continue," "could," "estimate," "expect," "may," "will," "project," "should," "plan," "intend," "believe," and similar expressions, including the negatives thereof, is intended to identify forward-looking statements. All statements other than statements of historical fact contained in this document are forward looking statements, including, without limitation, statements regarding: the future financial position of Keyera; business strategy and plans of management; anticipated growth and proposed activities; budgets, including future capital, operating or other expenditures and projected costs; estimated utilization rates; anticipated project completion dates; anticipated timing for future revenue treatment of Keyera under governmental regulatory regimes; the existence, operation and strategy of risk management programs, including the approximate and maximum amount of forward sales and hedging to be employed; and expectations regarding Keyera's ability to raise capital, add to its assets through acquisitions or internal growth opportunities and maintain its competitive position.

The forward looking statements reflect the Corporation's beliefs and assumptions with respect to such things as the outlook for general economic trends, industry trends, commodity prices, capital markets, and the governmental, regulatory and legal environment. In some instances, this Prospectus Supplement and the documents incorporated by reference herein may also contain forward-looking statements attributed to third party sources. Management believes that its assumptions and analysis in this Prospectus Supplement are reasonable and that the expectations reflected in the forward looking statements contained herein are also reasonable. However, it cannot assure readers that these expectations will prove to be correct.

All forward looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events, levels of activity and achievements to differ materially from those anticipated in the forward looking statements. Such factors include but are not limited to: general economic, market and business conditions; access to capital and debt markets; operational matters, including potential hazards inherent in our operations; risks arising from co-ownership of facilities; activities of other facility owners; access to third party facilities; competitive action by other companies; activities of producers and other customers as well as overall industry activity levels; changes in gas composition; fluctuations in

commodity prices and supply/demand trends; processing and marketing margins; effect of weather conditions; availability of construction crews and materials; fluctuations in interest rates and foreign currency exchange rates; changes in operating and capital costs, including fluctuations in input costs; actions by governmental authorities; decisions or approvals of administrative tribunals and regulatory authorities; changes in environmental and other regulations; reliance on key personnel; competition for, among other things, capital, acquisition opportunities and skilled personnel; changes in tax laws, including the effects that such changes may have on shareholders and in particular any differential effects relating to shareholder's country of residence; and other factors, many of which are beyond the control of the Corporation; some of which are described under "Risk Factors" and in the AIF incorporated by reference in this Prospectus Supplement.

Readers are cautioned that they should not unduly rely on the forward looking statements in this Prospectus Supplement or any documents incorporated by reference. Further, readers are cautioned that the forward looking statements in this Prospectus Supplement speak only as of the date of this Prospectus Supplement. All forward looking statements contained in this Prospectus Supplement and documents incorporated by reference are expressly qualified by this cautionary statement. Further information about the factors affecting forward looking statements and management's assumptions and analysis thereof, is available in filings made by Keyera with Canadian provincial securities commissions, which can be viewed through the internet on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Prospectus solely for the purposes of the Offering of the Offered Shares. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the Prospectus for full particulars.

The following are specifically incorporated by reference and form an integral part of the Prospectus and this Prospectus Supplement:

- (a) audited comparative consolidated financial statements of the Corporation for the years ended December 31, 2011 and 2010 together with the notes thereto prepared in accordance with GAAP and the auditors' report thereon;
- (b) management's discussion and analysis of results of operations and financial condition of the Corporation for the year ended December 31, 2011 (the "MD&A");
- (c) annual information form of the Corporation dated February 16, 2012 for the year ended December 31, 2011 (the "AIF"); and
- (d) information circular dated March 31, 2011 relating to the annual meeting of shareholders of the Corporation held on May 10, 2011.

Any documents of the type referred to above, any material change reports (excluding confidential material change reports), press releases containing financial information for financial periods more recent than the most recent annual or interim financial statements, unaudited interim comparative consolidated financial statements and accompanying management's discussion and analysis, audited annual comparative consolidated financial statements and the auditors report thereon and accompanying management's discussion and analysis, information circulars, annual information forms, and any business acquisition reports subsequently filed by the Corporation with securities regulatory authorities in Canada after the date of this Prospectus Supplement and prior to the termination of the Offering shall be deemed to be incorporated by reference into this Prospectus Supplement and the Prospectus for the purposes of this Offering. These documents will be available through the internet on SEDAR, which can be accessed at www.sedar.com.

Any statement contained in the Prospectus, this Prospectus Supplement or in a document incorporated or deemed to be incorporated by reference in the Prospectus or this Prospectus Supplement for the purposes of the Offering shall be deemed to be modified or superseded, for the purposes of the Prospectus and this Prospectus Supplement, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding

statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of the Prospectus or this Prospectus Supplement, except as so modified or superseded.

RECENT DEVELOPMENTS

On January 19, 2012, Keyera completed its previously announced transactions with Chevron Standard Limited (“Chevron”) and Neste Canada Inc. (“Neste”) to acquire the Alberta EnviroFuels (“AEF”) joint venture assets, as well as all of the common shares of Alberta EnviroFuels Inc. (the “AEF Acquisition”) pursuant to purchase agreements (the “Purchase Agreements”) dated December 7, 2011 with each of Chevron and Neste. The aggregate consideration paid in connection with the AEF Acquisition was US\$193.7 million, plus working capital of approximately US\$43.2 million, and was funded by way of drawdown on Keyera’s \$500 million committed unsecured revolving term facility maturing on November 15, 2015 (the “Revolving Term Facility”).

As part of the AEF Acquisition, Keyera acquired a 13,600 barrel per day capacity iso-octane producing plant, the pipelines associated with the facility and several iso-octane sales agreements with major refiners in Canada and the United States. Iso-octane is a low vapour pressure, high octane gasoline blending component that serves to reduce volatility, improve combustion efficiency and create cleaner burning gasoline.

The AEF plant is located in Edmonton just one kilometre south of the Keyera Edmonton Terminal on a 160 acre parcel of land, approximately 80 acres of which is undeveloped. The plant is connected by pipeline through Keyera’s Edmonton Terminal to the rest of Keyera’s natural gas liquids infrastructure in the Edmonton/Fort Saskatchewan area. The plant is also pipeline connected to certain other refineries in the area.

Iso-octane manufactured at the AEF plant can be sold locally to refiners in Alberta or transported on the Trans Mountain Pipeline to Chevron Canada Limited’s refinery in Burnaby, British Columbia where any contaminants picked up during transportation are removed. The iso-octane is then either sold in Burnaby or transported by ship to other customers in California. Keyera has entered into ancillary agreements with Chevron and its affiliates relating to sales, transportation, downstream processing and shipping of iso-octane.

The AEF facility uses butane as the primary feedstock to produce iso-octane. Prior to the AEF Acquisition, Keyera had been a supplier of butane to AEF for over ten years. Keyera views AEF as a strategic addition to its natural gas liquids infrastructure and marketing businesses and Keyera’s access to butane feedstock, its interconnected infrastructure and its logistical expertise, present many opportunities to create positive synergies.

For complete details in respect of the AEF Acquisition and the Purchase Agreements, reference should be made to the Purchase Agreements filed under Keyera’s profile on the SEDAR website at www.sedar.com.

In late 2011, Keyera completed acquisitions of additional ownership interests in several of its gas plants, including the Strachan, Minnehik Buck Lake, Bigoray and Paddle River gas plants (collectively, the “G&P Acquisitions”). For additional details with respect to the G&P Acquisitions, reference should be made to the AIF and the MD&A.

USE OF PROCEEDS

The net proceeds to the Corporation from the Offering will be approximately \$169,248,000 after deducting the Underwriters’ Fee of \$7,052,000 and before deducting expenses of the Offering. If the Underwriters exercise the Over-Allotment Option in full, the net proceeds from the Offering will be approximately \$194,635,200 after deducting the Underwriters’ Fee of \$8,109,800 and before deducting expenses of the Offering. The expenses of the Offering and the Underwriters’ Fee will be paid from the general funds of the Corporation. The whole of the net proceeds of the Offering will be used to repay a portion of aggregate indebtedness of approximately \$275.9 million, representing indebtedness of approximately \$239 million incurred in connection with the AEF Acquisition as described under “Recent Developments”, and indebtedness of approximately \$36.9 million incurred in 2011 in connection with the G&P Acquisitions.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Corporation (i) as at December 31, 2011 before giving effect to the Offering and before giving effect to the completion of AEF Acquisition, (ii) as at December 31, 2011 before giving effect to the Offering but after giving effect to the completion of the AEF Acquisition, and (iii) as at December 31, 2011 after giving effect to the Offering, assuming the Over-Allotment Option is not exercised, and the completion of the AEF Acquisition (\$ in thousands of Canadian dollars, except where otherwise indicated):

Designation	Authorized	As at December 31, 2011 before giving effect to the Offering and AEF Acquisition	As at December 31, 2011 before giving effect to the Offering but after giving effect to the AEF Acquisition	As at December 31, 2011 after giving effect to the Offering and the AEF Acquisition
Indebtedness				
.....Revolving Term Facility		\$241,000 ⁽¹⁾	\$460,100	\$290,900
... Revolving Demand Facilities		\$4,400	\$4,400	\$4,400
.....6.155% notes due 2013		\$52,500	\$52,500	\$52,500
.....4.66% notes due 2015		\$30,000	\$30,000	\$30,000
.....3.91% notes due 2015		US\$15,000	US\$15,000	US\$15,000
.....7.87% notes due 2016		\$35,000	\$35,000	\$35,000
.....8.40% notes due 2016		US\$50,000	US\$50,000	US\$50,000
.....5.89% notes due 2017		\$60,000	\$60,000	\$60,000
.....5.01% notes due 2019		\$70,000	\$70,000	\$70,000
.....5.68% notes due 2020		\$2,000	\$2,000	\$2,000
.....5.14% notes due 2020		US\$103,000	US\$103,000	US\$103,000
.....6.14% notes due 2020		\$60,000	\$60,000	\$60,000
.....8.25% debentures due 2013		\$15,519	\$15,519	\$15,519
Share Capital	Unlimited	\$667,240	\$667,240	\$836,488 ⁽²⁾
		(71,600,658 Common Shares)	(71,600,658 Common Shares)	(75,700,658 Common Shares) ⁽²⁾

Notes:

- (1) As at December 31, 2011, the Revolving Term Facility balance included the deposit of \$20,031,660 paid under the Purchase Agreements in connection with the AEF Acquisition.
- (2) \$861,875 (76,315,658 Common Shares) if the Over-Allotment Option is exercised in full.

PRIOR SALES

From February 1, 2011 to February 22, 2012, 224,070 Common Shares were issued pursuant to the conversion of \$2,633,000 principal amount of the 6.75% convertible unsecured subordinated debentures which matured on June 30, 2011 (the "First Debentures") at a price of \$11.75 and 736,450 Common Shares were issued pursuant to the conversion of \$14,067,000 principal amount of the 8.25% convertible unsecured subordinated debentures due December 31, 2013 (the "Second Debentures") at a price of \$19.10.

The following table summarizes the issuances by the Corporation of Common Shares under the Premium DividendTM and Dividend Reinvestment Plan (the "DRIP") during the period of February 1, 2011 to February 22, 2012:

Shares Issued under DRIP between Feb 1, 2011 and Feb 22, 2012

Date of Issuance	# of Shares Issued	Price per Share
15-Feb-11	44,626	\$33.9550
15-Mar-11	55,130	\$35.9803
15-Apr-11	64,315	\$37.6968
16-May-11	84,388	\$38.3385
15-Jun-11	58,302	\$39.9328
15-Jul-11	71,037	\$42.4464
15-Aug-11	76,891	\$41.8173
15-Sep-11	59,487	\$43.7005

17-Oct-11	60,947	\$43.4666
15-Nov-11	69,077	\$44.8170
15-Dec-11	74,272	\$44.6026
16-Jan-12	70,433	\$48.3843
15-Feb-12	75,323	\$45.6477
Total:	864,228	

PRINCIPAL SECURITYHOLDERS

To the knowledge of the Corporation, no person or corporation owns beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares other than as set out below:

Name	Ownership	Number and Percentage of Common Shares held as of the date hereof	Number and Percentage of Common Shares After Giving Effect to the Offering ⁽²⁾⁽³⁾
Fidelity ⁽¹⁾	Beneficial	12,697,413 (17.86%)	12,715,713 (16.80%)

Notes:

- (1) “**Fidelity**” means, collectively, Fidelity Management & Research Company (82 Devonshire Street, Boston, MA, 02109), Pyramis Global Advisors, LLC (900 Salem Street, Smithfield, RI, 02917), Pyramis Global Advisors Trust Company (900 Salem Street, Smithfield, RI, 02917), Strategic Advisers Incorporated (82 Devonshire Street, Boston, MA 02109) and FIL Limited (42 Crow Lane, Pembroke, Bermuda).
- (2) Assuming that Fidelity subscribes for 18,300 Offered Shares.
- (3) Assuming that the Over-Allotment Option is not exercised. If the Over-Allotment Option is exercised in full, the number and percentage of Common Shares held by Fidelity will be 12,715,713 (16.66%).

TRADING PRICE AND VOLUME

The Common Shares are listed for trading on the TSX under the symbol “KEY”. The following table shows the monthly range of high and low prices per Common Share and the total monthly volumes of Common Shares traded on the TSX for the periods indicated.

Month	High (Close)	Low (Close)	Monthly Volume
February 2011.....	\$37.78	\$34.56	4,221,520
March 2011.....	\$39.32	\$36.70	3,627,701
April 2011.....	\$39.50	\$38.00	2,803,091
May 2011.....	\$42.60	\$39.50	4,016,151
June 2011.....	\$43.82	\$39.98	3,474,579
July 2011.....	\$44.98	\$43.10	2,415,949
August 2011.....	\$45.83	\$40.92	3,059,981
September 2011.....	\$46.00	\$44.12	3,154,420
October 2011.....	\$46.40	\$43.72	2,122,221
November 2011.....	\$46.99	\$45.31	1,949,605
December 2011.....	\$50.00	\$45.56	2,611,301
January 2012.....	\$51.23	\$45.73	3,631,384
February 1 to 22, 2012.....	\$47.89	\$43.07	5,341,208

The First Debentures were listed for trading on the TSX under the symbol “KEY.DB” until they matured on June 30, 2011. The following table sets forth the price range and trading volume per \$100 principal amount of the First Debentures as reported by the TSX for the periods indicated.

<u>Month</u>	<u>High (Close)</u>	<u>Low (Close)</u>	<u>Monthly Volume</u>
February 2011.....	\$321.23	\$295.61	4,840
March 2011.....	\$319.79	\$313.02	1,010
April 2011.....	\$308.04	\$295.02	600
May 2011.....	\$357.34	\$336.02	3,210
June 2011.....	\$365.29	\$342.29	3,600

The Second Debentures are listed for trading on the TSX under the symbol “KEY.DB.A”. The following table sets forth the price range and trading volume per \$100 principal amount of the Second Debentures as reported by the TSX for the periods indicated.

<u>Month</u>	<u>High (Close)</u>	<u>Low (Close)</u>	<u>Monthly Volume</u>
February 2011.....	\$197.12	\$181.55	7,090
March 2011.....	\$206.00	\$191.42	9,420
April 2011.....	\$206.42	\$199.00	11,120
May 2011.....	\$223.58	\$204.59	11,900
June 2011.....	\$227.30	\$208.01	9,258
July 2011.....	\$235.14	\$226.51	3,320
August 2011.....	\$237.99	\$217.77	2,760
September 2011.....	\$240.59	\$226.68	5,230
October 2011.....	\$241.97	\$231.14	2,217
November 2011.....	\$246.83	\$236.80	2,225
December 2011.....	\$258.00	\$238.90	3,091
January 2012.....	\$264.41	\$238.55	5,345
February 1 to 22, 2012.....	\$252.67	\$231.26	1,650

DETAILS OF THE OFFERING

The Offering consists of 4,100,000 Firm Shares at the Offering Price and up to an additional 615,000 Over-Allotment Shares at the Offering Price if the Underwriters exercise the Over-Allotment Option in full. The Firm Shares will be issued on the Offering Closing Date pursuant to the Underwriting Agreement and the Over-Allotment Common Shares will be issued on the closing of the exercise of the Over-Allotment Option, if applicable. For a summary of the material attributes and characteristics of the Offered Shares and certain rights attaching thereto, see “Description of Common Shares” in the Prospectus.

Except as set out below, it is expected that one or more book-entry certificates evidencing the Offered Shares will be issued in registered form to CDS and will be deposited with CDS on the Offering Closing Date. Except as set out below, no certificate evidencing the Offered Shares will be issued to purchasers and registration will be made in the depository service of CDS. Such purchasers of the Offered Shares will receive only a customer confirmation from the Underwriters or other registered dealer who is a CDS Participant and from or through whom a beneficial interest in the Offered Shares is purchased. Certificates for the Offered Shares distributed in the United States will be represented by physical, registered certificates, which will be available at the closing of the Offering or the closing of the exercise of the Over-Allotment Option, as applicable.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement dated February 23, 2012 between the Corporation and the Underwriters, the Corporation has agreed to sell an aggregate of 4,100,000 Firm Shares to the Underwriters, and the Underwriters have severally (and not jointly or jointly and severally) agreed to purchase from the Corporation, each as a principal, such Firm Shares on the Offering Closing Date. The Underwriting Agreement provides that the Corporation will pay the Underwriters a fee of \$1.72 per Firm Share issued and sold by the Corporation, for an aggregate fee payable by the Corporation of \$7,052,000, in consideration of their services in connection with the Offering. The Underwriters’ Fee is payable on the Offering Closing Date.

The Corporation has granted to the Underwriters the Over-Allotment Option exercisable at any time until 30 days following the Offering Closing Date to purchase up to an additional 615,000 Over-Allotment Shares at a price of \$43.00 per

Over-Allotment Share. A purchaser who acquires Common Shares forming part of the Over-Allotment Option acquires those Common Shares under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, the Underwriters' Fee and the net proceeds to the Corporation, before expenses, will be \$202,745,000, \$8,109,800 and \$194,635,200, respectively. The distribution of the Over-Allotment Shares that may be issued on the exercise of the Over-Allotment Option is also qualified under the Prospectus, as supplemented by this Prospectus Supplement.

The terms of the Offering were established through negotiations between the Corporation and the Underwriters.

The obligations of the Underwriters under the Underwriting Agreement are several (and not joint or joint and several) and may be terminated at their discretion upon the occurrence of certain stated events. If an Underwriter fails to purchase the Offered Shares which it has agreed to purchase, the other Underwriters may, but are not obligated to, purchase such Offered Shares, provided that, if the aggregate number of Offered Shares not purchased is less than or equal to 9% of the aggregate number of Offered Shares agreed to be purchased by the Underwriters, then each of the other Underwriters is obligated to purchase severally the Offered Shares not taken up, on a pro rata basis or as they may otherwise agree as between themselves. The Underwriters are, however, obligated to take up and pay for all Offered Shares if any Offered Shares are purchased under the Underwriting Agreement. The Underwriting Agreement also provides that the Corporation will indemnify the Underwriters and their respective directors, officers, shareholders, agents and employees against certain liabilities and expenses.

The Underwriters propose to offer the Offered Shares initially at the Offering Price specified on the cover page of this Prospectus Supplement. After a reasonable effort has been made to sell all of the Offered Shares at the Offering Price specified, the Underwriters may subsequently reduce the selling prices to investors from time to time in order to sell any of the Offered Shares remaining unsold. In the event the Offering Price is reduced, the compensation received by the Underwriters will be decreased by the amount the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Corporation for the Offered Shares. Any such reduction will not affect the proceeds received by the Corporation.

Subscriptions for Offered Shares will be received subject to rejection or allotment in whole or in part, and the right is reserved to close the subscription books at any time without notice.

The TSX has conditionally approved the listing of the Offered Shares on the TSX. Listing on the TSX is subject to the Corporation fulfilling all of the listing requirements of the TSX on or before May 23, 2012.

The Corporation has agreed that, subject to certain exceptions, it shall not issue or agree to issue any Common Shares or other securities convertible into, or exchangeable for, Common Shares prior to 90 days after the Offering Closing Date without the prior consent of RBC Dominion Securities Inc., on its own behalf and on behalf of the Underwriters, which consent shall not be unreasonably withheld.

The Offered Shares have not been and will not be registered under the 1933 Act or the securities law of any state of the United States and, accordingly, may not be offered or sold in the United States except in transactions exempt from the registration requirements of the 1933 Act and applicable state securities laws. The Underwriting Agreement permits the Underwriters to offer and resell the Offered Shares acquired pursuant to the Underwriting Agreement to qualified institutional buyers (as defined in Rule 144A under the 1933 Act) in the United States, provided such offers and sales are made in accordance with Rule 144A under the 1933 Act, and applicable state securities laws. The Underwriting Agreement also permits the Underwriters to offer the Offered Shares, to certain institutional "accredited investors" that satisfy the criteria set forth in Rule 501(a)(1), (2), (3) or (7) of Regulation D under the 1933 Act ("Regulation D") to whom the Underwriters acting as agents on behalf of the Corporation may offer and sell the Offered Shares in transactions that comply with Section 4(2) of the 1933 Act and Rule 506 of Regulation D thereunder and applicable state securities laws. All offers of Offered Shares by the Underwriters in the United States will be made indirectly through their United States broker dealer affiliates. The Underwriting Agreement further provides that the Underwriters will offer and sell Offered Shares outside the United States only in accordance with Regulation S under the 1933 Act.

In addition, until 40 days after the commencement of the Offering, any offer or sale of Offered Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirement of the 1933 Act unless made in compliance an exemption from the registration requirement under the 1933 Act.

RELATIONSHIP BETWEEN THE CORPORATION AND CERTAIN OF THE UNDERWRITERS

RBC Dominion Securities Inc., National Bank Financial Inc., TD Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc. and CIBC World Markets Inc. are, directly or indirectly, subsidiaries of certain lenders (the “Lenders”) which have extended or have committed to extending credit facilities (collectively, the “Facilities”) to the Corporation or its affiliates. Accordingly, the Corporation may be considered to be a “connected issuer” of such Underwriters under applicable securities legislation. The current Facilities consist of the Revolving Term Facility and two unsecured revolving demand facilities. The Corporation is in material compliance with all material terms of the agreements governing the Facilities and none of the Lenders has waived any material breach by the Corporation of those agreements since the Facilities were established. Neither the financial position of the Corporation nor the value of any security granted under the Facilities has changed substantially and adversely since the indebtedness under the Facilities was incurred. None of the Lenders have been or will be involved in the decision to offer the Offered Shares and none have been or will be involved in the determination of the terms of any distribution of Offered Shares. Proceeds from the sale of Offered Shares may be used to reduce indebtedness which the Corporation or its subsidiaries may have with one or more Lenders which are related to an Underwriter. See “Use of Proceeds”.

CERTAIN INCOME TAX CONSIDERATIONS

Certain Canadian Federal Income Tax Considerations

In the opinion of Stikeman Elliott LLP, counsel to the Corporation, and Fraser Milner Casgrain LLP, counsel to the Underwriters the following is, as of the date of this Prospectus Supplement, a summary of the principal Canadian federal income tax considerations generally applicable under the *Income Tax Act* (Canada) (the “Tax Act”) to a purchaser who acquires Offered Shares pursuant to this Offering and who, for purposes of the Tax Act, deals at arm’s length and is not affiliated with the Corporation and holds the Offered Shares as capital property (a “Holder”). The Offered Shares will generally be considered capital property to a Holder unless the Holder holds the Offered Shares in the course of carrying on a business of buying and selling securities or acquired the Offered Shares in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is based on the current provisions of the Tax Act, the regulations thereunder, and counsels’ understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency. This summary also takes into account all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by the Minister of Finance (Canada) prior to the date hereof (the “Proposed Amendments”) and assumes that the Proposed Amendments will be enacted substantially as proposed. However, no assurance can be given that the Proposed Amendments will be enacted in the form proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative practice, whether by legislative, governmental or judicial action or interpretation, nor does it take into account provincial, territorial or foreign income tax considerations.

This summary is not applicable to: (i) a Holder that is a “financial institution” (as defined in the Tax Act) for purposes of the “mark-to-market rules”; (ii) a Holder, an interest in which is a “tax shelter investment” for the purposes of the Tax Act; or (iii) a Holder that has made a functional currency reporting election under the Tax Act. Such Holders should consult their own tax advisors having regard to their particular circumstances.

This summary is not exhaustive of all possible income tax considerations applicable to an investment in Common Shares. Accordingly, this summary is of a general nature only and is not intended to be legal or tax advice to any prospective purchaser of Offered Shares. Investors should consult their own tax advisors for advice with respect to the tax consequences of an investment in Offered Shares based on their particular circumstances.

Residents of Canada

The following portion of this summary is applicable to a Holder who, for the purposes of the Tax Act and any applicable tax treaty or convention and at all relevant times, is resident or deemed to be resident in Canada (a “Canadian Holder”). Certain Canadian Holders to whom the Common Shares would not otherwise constitute capital property may elect, in certain circumstances, to have the Common Shares, and every “Canadian security” (as defined in the Tax Act) owned by such person in the taxation year of the election and in all subsequent taxation years, deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Persons considering making such election should first consult their own tax advisors.

Taxation of Dividends

Dividends received or deemed to be received on a Common Share will be included in computing a Canadian Holder's income for purposes of the Tax Act. Dividends received by a Canadian Holder who is an individual will be subject to the gross-up and dividend tax credit rules in the Tax Act normally applicable to taxable dividends paid by taxable Canadian corporations. To the extent that the Corporation designates the dividends as "eligible dividends" within the meaning of the Tax Act in the prescribed manner, such dividends will be eligible for the enhanced gross-up and dividend tax credit. Taxable dividends received by an individual (other than certain specified trusts) may give rise to a liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act. Dividends received by a Canadian Holder that is a corporation will normally be deductible in computing its taxable income. If a Canadian Holder is a "private corporation" (as defined in the Tax Act) or any other corporation resident in Canada and controlled or deemed to be controlled by or for the benefit of an individual or a related group of individuals, the Canadian Holder may be liable under Part IV of the Tax Act to pay a refundable tax of 33 1/3% on such dividends to the extent that such dividends are deductible in computing the Canadian Holder's taxable income.

Disposition of Common Shares

Upon a disposition or a deemed disposition of a Common Share (other than in a tax deferred transaction or a disposition to the Corporation that is not a sale in the open market in the manner in which shares would normally be purchased by any member of the public in the open market), the Canadian Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Common Share to the Canadian Holder. The cost to the Canadian Holder of a Common Share acquired pursuant to this Offering generally will be averaged with the adjusted cost base of all other Common Shares held at that time by the Canadian Holder as capital property for purposes of determining the adjusted cost base of each such share to the Canadian Holder.

One half of any such capital gain (a "taxable capital gain") realized by a Canadian Holder will be required to be included in computing the Canadian Holder's income, and one half of any such capital loss (an "allowable capital loss") realized by a Canadian Holder must generally be deducted against taxable capital gains realized by the Canadian Holder in the year of disposition. Allowable capital losses not deductible in the taxation year in which they are realized may ordinarily be deducted by the Canadian Holder against taxable capital gains realized in any of the three preceding taxation years or any subsequent taxation year, subject to the detailed rules contained in the Tax Act in this regard. Capital gains realized by an individual (other than certain specified trusts) may be subject to alternative minimum tax.

If the Canadian Holder is a corporation, the amount of any capital loss otherwise realized on the disposition or deemed disposition of a Common Share by the Canadian Holder may be reduced by the amount of dividends received or deemed to have been received by the Canadian Holder on such Common Share to the extent and in the circumstances prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or beneficiary of a trust that owns Common Shares, or where a partnership or trust of which a corporate Holder is a member or beneficiary is itself a member of a partnership or a beneficiary of a trust that owns Common Shares.

If the Canadian Holder is a "Canadian-controlled private corporation" (as defined in the Tax Act), the Canadian Holder may also be liable to pay a 6 2/3% refundable tax on certain investment income, including taxable capital gains, but not including taxable dividends that are deductible in computing taxable income.

Non-Resident Holders

The following section summarizes the principal Canadian federal income tax considerations generally applicable to a Holder if:

- at all relevant times, for purposes of the Tax Act and any applicable tax treaty or convention, the Holder is not resident and is not deemed to be resident in Canada;
- the Holder does not use or hold (and will not use or hold) and is not deemed to use or hold the Common Shares in, or in the course of, carrying on a business in Canada and does not carry on an insurance business in Canada and elsewhere; and

- the Holder’s Common Shares do not constitute “taxable Canadian property” for purposes of the Tax Act (a “Non-Resident Holder”).

Provided that the Common Shares are listed on a designated stock exchange (which includes the TSX) at a particular time, the Common Shares generally will not constitute taxable Canadian property to a Non-Resident Holder at that time unless at any time during the five year period immediately preceding that time, (i) 25% or more of the issued shares of any class or series of the Corporation’s capital stock were owned by the Non-Resident Holder, by persons with whom the Non-Resident Holder did not deal at arm’s length or by the Non-Resident Holder and any such persons; and (ii) more than 50% of the fair market value of the Common Shares was derived directly or indirectly from real property situated in Canada, Canadian resource properties, options in respect of the foregoing properties or a combination thereof. A Non-Resident Holder’s Common Shares can also be deemed to be taxable Canadian property in certain circumstances set out in the Tax Act.

Taxation of Dividends

Dividends on the Common Shares paid or credited or deemed under the Tax Act to be paid or credited to a Non-Resident Holder generally will be subject to Canadian withholding tax at the rate of 25%, subject to any applicable reduction in the rate of such withholding under an income tax treaty between Canada and the country where the Non-Resident Holder is resident. For example, under the Canada-United States Income Tax Convention (1980) (the “Treaty”), the withholding tax rate in respect of a dividend paid to a person who is the beneficial owner of the dividend and is resident in the United States for purposes of, and entitled to full benefits under, the Treaty, is generally reduced to 15%. Under the Treaty, dividends paid to certain religious, scientific, literary, educational or charitable tax-exempt organizations and certain pension organizations that are resident, and exempt from tax, in the United States are exempt from Canadian withholding tax. Provided that certain administrative procedures are observed regarding registration of such organizations, the Corporation will not be required to withhold tax from dividends paid to such organizations. Qualifying organizations that fail to follow the required administrative procedures will have to file a claim for refund to recover any amounts withheld.

Disposition of Common Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on the disposition of Common Shares.

ELIGIBILITY FOR INVESTMENT

In the opinion of Stikeman Elliott LLP, counsel to the Corporation, and Fraser Milner Casgrain LLP, counsel to the Underwriters, provided that the Common Shares are listed on a designated stock exchange (which includes the TSX) at a particular time, based on the current provisions of the Tax Act and subject to the provisions of any particular registered plan, the Common Shares will be qualified investments under the Tax Act for trusts governed by registered retirement savings plans (“RRSPs”), registered retirement income funds (“RRIFs”), deferred profit sharing plans, registered disability savings plans, registered education savings plans and tax-free savings accounts (“TFSA’s”); however, the holder of a TFSA or annuitant of a RRSP or RRIF that holds Common Shares will be subject to a penalty tax if such Common Shares are a “prohibited investment” for the purposes of the Tax Act. The Common Shares will generally be a prohibited investment if the holder or annuitant, as applicable, does not deal at arm’s length with the Corporation for the purposes of the Tax Act or has a significant interest (within the meaning of the Tax Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm’s length for the purposes of the Tax Act.

RISK FACTORS

An investment in the Offered Shares offered hereunder involves certain risks. In addition to the other information contained in this Prospectus Supplement and the accompanying Prospectus, and in the documents incorporated by reference herein and therein, including in particular the information contained under the heading “Risk Factors and Risk Management Strategies” in the AIF and under the headings “Risk Factors” and “Liquidity and Capital Resources” in the MD&A, prospective purchasers of Offered Shares should consider carefully the risk factors set forth below.

Market Price

The market price of the Common Shares may fluctuate due to a variety of factors relating to the Corporation’s business, including announcements of new developments, fluctuations in the Corporation’s operating results, sales of the

Common Shares in the marketplace, failure to meet analysts' expectations, the impact of any public announcements made in regard to this Offering, general market conditions or the worldwide economy. In recent years, the Common Shares and stock markets in Canada and the United States have experienced significant price fluctuations, which may have been unrelated to the operating performance of the Corporation or the affected companies. There can be no assurance that the market price of the Common Shares will not experience significant fluctuations in the future, including fluctuations that are unrelated to the Corporation's performance.

Dividends

Dividends are not guaranteed and will fluctuate with the performance of the subsidiaries of the Corporation. The board of directors has the discretion to determine the amount of dividends to be declared and paid to shareholders each month. In determining the level of dividends, the board of directors will take into consideration current and expected future levels of earnings, operating cash flow, income taxes, maintenance capital, growth capital expenditures, debt repayments, working capital requirements and other factors. Keyera's short and long term borrowings, as well as the Second Debentures, prohibit Keyera from paying dividends at any time at which a default or event of default would exist under such debt, or if a default or event of default would exist as a result of paying the dividend.

Because Keyera distributes the majority of its net cash flow to shareholders as dividends, if external sources of capital, including borrowings and the issuance of additional Common Shares, become limited or unavailable on commercially reasonable terms, Keyera's ability to make the necessary capital investments to maintain or expand its business may be impaired. The extent to which Keyera is required to use cash flow to finance capital expenditures or acquisitions may reduce the level of cash flow available to declare and pay dividends to shareholders.

Possible Failure to Realize Anticipated Benefits of the AEF Acquisition

Keyera's strategic objectives in completing the AEF Acquisition include expanding its operating base, diversifying its business, and creating the opportunity to achieve certain benefits described under the heading "Recent Developments". Achieving the benefits of the AEF Acquisition depend in part on Keyera's ability to realize the anticipated growth opportunities and synergies from combining the assets and operations of AEF with those of Keyera. Currently the production of iso-octane is constrained due to apportionment on the TransMountain Pipeline between Edmonton, Alberta and Burnaby, British Columbia, which is the main transportation route to move iso-octane to the west coast markets.

LEGAL MATTERS

Certain legal matters relating to Canadian law in connection with the Offered Shares offered hereby will be passed upon on behalf of the Corporation by Stikeman Elliott LLP and on behalf of the Underwriters by Fraser Milner Casgrain LLP.

INTEREST OF EXPERTS

As at the date of this Prospectus Supplement, the partners and associates of Stikeman Elliott LLP, as a group, and the partners and associates of Fraser Milner Casgrain LLP, as a group, each beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares. Deloitte & Touche LLP are the auditors of the Corporation and are independent within the meaning of the Rules of Professional Conduct of Alberta of the Institute of Chartered Accountants of Alberta.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Corporation's auditors are Deloitte & Touche LLP, Chartered Accountants, Calgary, Alberta.

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada at its principal offices in Calgary, Alberta, and Toronto, Ontario.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or

damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

INDEPENDENT AUDITOR'S CONSENT

We have read the prospectus supplement of Keyera Corp. (the "Corporation") dated February 23, 2012 qualifying the distribution of 4,100,000 common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus supplement of our report to the shareholders of the Corporation on the consolidated statements of financial position of the Corporation as at December 31, 2011 and 2010, and the consolidated statements of net earnings and comprehensive income, changes in equity and cash flows for the years then ended. Our report is dated February 16, 2012.

Calgary, Alberta
February 23, 2012

(Signed) "*Deloitte & Touche LLP*"
Chartered Accountants

CERTIFICATE OF THE UNDERWRITERS

Dated: February 23, 2012

To the best of our knowledge, information and belief, the short form prospectus together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces of Canada.

RBC DOMINION SECURITIES INC.

NATIONAL BANK FINANCIAL INC.

By: *"Derek Neldner"*

By: *"Iain Watson"*

TD SECURITIES INC.

SCOTIA CAPITAL INC.

By: *"Robi Contrada"*

By: *"Mark Herman"*

BMO NESBITT BURNS INC.

CIBC WORLD MARKETS INC.

By: *"Aaron M. Engen"*

By: *"Denis Rajotte"*

PETERS & CO. LIMITED

FIRSTENERGY CAPITAL CORP.

By: *"Blair C. Ward"*

By: *"Erik B. Bakke"*

**MACQUARIE CAPITAL MARKETS
CANADA LTD.**

By: *"Paul Huebener"*