KEYERA CORP.

ANNUAL INFORMATION FORM

February 13, 2014

GLOSSARY ... 3
ABBREVIATIONS AND CONVERSIONS ... 6
FORWARD LOOKING STATEMENTS ... 7
PRESENTATION OF FINANCIAL INFORMATION ... 8
DESCRIPTION OF THE STRUCTURE OF KEYERA CORP. ... 8
Keyera Corp. and its Subsidiaries ... 8
Organizational Structure ... 8
GENERAL DEVELOPMENT OF THE BUSINESS ... 9
Overview ... 9
Business Strategy ... 9
BUSINESS OF KEYERA ... 13
Gathering and Processing Business Unit ... 13
Liquids Business Unit – NGL Infrastructure ... 17
Liquids Business Unit - Marketing ... 22
OTHER INFORMATION RELATING TO KEYERA'S BUSINESS ... 23
Business Arrangements ... 23
Borrowing ... 24
Decommissioning, Abandonment and Reclamation Costs ... 26
Competition ... 27
Employees and Labour Relations ... 27
Foreign Markets and Operations ... 27
CODE OF BUSINESS CONDUCT ... 28
CAPITAL STRUCTURE OF KEYERA CORP. ... 28
Common Shares ... 28
Preferred Shares ... 29
Convertible Debentures ... 29
Shareholder Rights Plan ... 29
DIVIDENDS ... 33
Dividend History ... 33
Premium Dividend™ and Dividend Reinvestment Plan ... 33
MARKET FOR SECURITIES ... 34
Trading Price and Volume ... 34
Prior Sales ... 35
DIRECTORS AND OFFICERS OF KEYERA CORP. ... 35
Directors of Keyera Corp. ... 35
Committees of the Board of Directors ... 37
Conflicts of Interest ... 38
Share Ownership by Directors and Executive Officers ... 38
Cease Trade Orders, Bankruptcies, Fines or Sanctions ... 38
Officers of Keyera Corp. ... 38
AUDIT COMMITTEE INFORMATION ... 39
Audit Committee Members and Terms of Reference ... 39
Principal Accountant Fees and Services ... 40
Pre-Approval Policies ... 40
INDUSTRY AND ENVIRONMENTAL REGULATION ... 41
General Regulatory Context ... 41
Alberta Energy Regulatory Framework ... 41
Transportation of Dangerous Goods ... 41
Noise Control Regulation ... 42
Keyera's Environmental Programs ... 42
Environmental Regulation ... 42
General Framework ... 42
Sulphur Recovery ... 43
Sulphur Dioxide and Nitrogen Oxides Ambient Air Criteria ... 43

Particulate Matter and Ozone Management Framework ... 43
Greenhouse Gas Emissions Limits ... 44
RISK FACTORS AND RISK MANAGEMENT STRATEGIES ... 45
Operational Risks ... 45
Financial Risks ... 54
LEGAL PROCEEDINGS AND REGULATORY ACTIONS ... 60
INTERESTS OF EXPERTS ... 60
TRANSFER AGENT AND REGISTRAR ... 60
MATERIAL CONTRACTS ... 61
ADDITIONAL INFORMATION ... 61
SCHEDULE A AUDIT COMMITTEE TERMS OF REFERENCE ... 62

The information in this AIF is given as of December 31, 2013 unless otherwise indicated. All dollar amounts set forth in this AIF are in Canadian dollars unless otherwise indicated. Capitalized terms and industry terms used herein without definition have the respective meanings set forth in the Glossary.

GLOSSARY

In this AIF, unless the context otherwise requires, the following terms have the indicated meanings. A reference to an agreement means the agreement as amended, supplemented or restated from time to time.

"**ABCA**" means the *Business Corporations Act* (Alberta) and the regulations thereunder;

"**ACO**" means the Aboriginal Consultation Office;

"**acid gas**" means H_2S or CO_2 or a combination of H_2S and CO_2 which are referred to as acid gases because they form acids or acidic solutions in the presence of water;

"**acid gas injection**" refers to the injection of acid gas into underground geological formations;

"**ADT Ltd.**" means Alberta Diluent Terminal Ltd., a corporation formed under the laws of the Province of Alberta;

"**AEF**" means the Alberta Envirofuels facility;

"**AEF Inc.**" means Alberta Envirofuels Inc., a corporation formed under the laws of the Province of Alberta;

"**AER**" means the Alberta Energy Regulator;

"**AFE**" means authority for expenditure;

"**AIF**" means this Annual Information Form;

"**Board of Directors**" means the board of directors of Keyera Corp.;

"**butane**" means an NGL, the chemical formula of which is C_4H_{10}, used primarily in crude oil and gasoline blending or in the production of iso-octane;

"**CARBOB**" means California reformulated gasoline blendstock for oxygenate blending;

"**CDS**" means The Canadian Depositary for Securities Limited;

"**CO_2**" means carbon dioxide;

"**Common Shares**" means the common shares of Keyera Corp.;

"**Computershare**" means Computershare Trust Company of Canada;

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

"**Conversion**" means the conversion of the Fund from an income trust structure to a corporate structure pursuant to a plan of arrangement and related transactions completed effective January 1, 2011;

"**Debentures**" means the First Debentures and the Second Debentures, and any subsequent debentures that may be issued from time to time; and "**Debenture**" means any one of them;

"**Debenture Indenture**" means the trust indenture dated June 3, 2004 providing for the issuance of unsecured subordinated convertible debentures, as supplemented by the First Supplemental Debenture and the Second Supplemental Debenture;

"**Debenture Trustee**" means Computershare, who acts as trustee under the Debenture Indenture;

"**dehydration**" means the process by which water vapour is removed from raw gas;

"**dilbit**" means bitumen that is blended with a diluent, such as condensate, in order to reduce viscosity and density of the bitumen for pipeline transportation;

"**diluent**" means a lower density fluid that is blended with heavy oil or bitumen in order to reduce viscosity and density for pipeline transportation (condensate is a commonly used diluent for pipeline transportation of heavy oil or bitumen);

"**distributable cash flow**" means the cash flow available for distribution to Shareholders as dividends as described under "Dividends";

"**enhanced oil recovery**" means any method that increases oil production by using techniques or materials that are not part of normal pressure maintenance or water flooding operations, such as injection of natural gas or CO_2 into a reservoir to increase oil production from the reservoir;

"**ERCB**" means the Alberta Energy Resources Conservation Board;

"**ESRD**" means the department of Alberta Environment and Sustainable Resource Development;

"**ethane**" means an NGL, the chemical formula of which is C_2H_6, used primarily as a feedstock to the petrochemical industry and in enhanced oil recovery projects;

"**First Debentures**" means the 6.75% convertible unsecured subordinated debentures which matured on June 30, 2011;

"**First Preferred Shares**" means the first preferred shares of Keyera Corp. as more particularly described under "Capital Structure of Keyera Corp. – Preferred Shares";

"**First Supplemental Indenture**" means the supplemental indenture issued under the Debenture Indenture dated December 1, 2008, under which the Second Debentures were issued;

"**frac oil**" means a special blend of condensate that is used extensively by the well servicing industry in western Canada for well stimulation;

"**FSCS**" means the Keyera Fort Saskatchewan Condensate System, a 21 kilometre, 20 inch pipeline connecting Keyera's Fort Saskatchewan Pipeline system with Inter Pipeline Ltd.'s Polaris pipeline and a pipeline connection from Keyera's Edmonton Terminal to the Enbridge Southern Lights pipeline, including an associated pumping station;

"**Fund**" means Keyera Facilities Income Fund, an unincorporated open-ended trust established under the laws of the Province of Alberta pursuant to a declaration of trust;

"**gas products**" means NGLs, sulphur and any other commercial substances that may be extracted from raw gas;

"**gas treating**" means the process by which sour gas is sweetened by removal of CO_2 and H_2S;

"**H_2S**" means hydrogen sulphide;

"**hydrocarbons**" means organic compounds containing a mixture of carbon and hydrogen;

"**ID 2001-3**" means AER Interim Directive 2001-3: Sulphur Recovery Guidelines for the Province of Alberta;

"**inlet separation**" means the initial stage of processing within a natural gas processing plant where the incoming raw gas stream enters a vessel and any free liquids such as water and NGLs are removed from the gas stream before it is further processed;

"**iso-octane**" is a low vapour pressure, high octane gasoline blending component;

"**KEI**" means Keyera Energy Inc., a corporation formed under the laws of the State of Delaware;

"**KEL**" means Keyera Energy Ltd., a corporation formed under the laws of the Province of Alberta;

"**Keyera**" means, in reference to the period prior to the Conversion, the Fund and its subsidiaries and thereafter means Keyera Corp. and its subsidiaries;

"**Keyera Corp.**" means Keyera Corp., a corporation formed under the laws of Alberta which became the successor to the Fund effective January 1, 2011 upon completion of the Conversion;

"**Keyera Entity**" means any person controlled, directly or indirectly, from time to time by Keyera Corp. (and, prior to the Conversion, a person that was controlled, directly or indirectly, by the Fund);

"**KFL**" means Keyera Facilities Ltd., a corporation formed under the laws of Alberta;

"**KML**" means Keyera Midstream Ltd., a corporation formed under the laws of Alberta;

"**KRL**" means Keyera Rimbey Ltd., a corporation formed under the laws of Alberta;

"**KRPL**" means Keyera RP Ltd., a corporation formed under the laws of Alberta;

"**license capacity**" means the maximum permissible raw gas inlet volume for a gas plant as determined by the plant license granted by the AER or OGC;

"**lean oil recovery**" is an NGL recovery process that utilizes a light oil in contact with incoming raw gas to absorb NGLs from the raw gas stream and to meet raw gas specifications;

"**NGL**" or "**NGLs**" means natural gas liquids, consisting of any one of ethane, propane, butane and condensate or a combination thereof;

"**OGC**" means the British Columbia Oil and Gas Commission;

"**Partnership**" means Keyera Partnership, a general partnership organized under the laws of the Province of Alberta pursuant to the Partnership Agreement;

"**Partnership Agreement**" means the amended and restated partnership agreement of the Partnership dated January 1, 2011, as amended in December 2011, and as may be further amended or amended and restated from time to time;

"**pentane**" means a hydrocarbon, generally a liquid at atmospheric conditions, the chemical formula of which is C_5H_{12};

"**Preferred Shares**" means the First Preferred Shares and Second Preferred Shares or any one of them;

"**propane**" means an NGL, the chemical formula of which is C_3H_8, used for heating, crop drying, motor fuel and as a feedstock for the petrochemical industry in the manufacture of ethylene and propylene;

"**raw gas**" means natural gas before it has been subjected to any processing that may be required for it to become suitable for sale;

"**refrigeration**" is an NGL recovery process that utilizes a refrigerant as a means to cool incoming raw gas in order to extract NGLs from the raw gas stream;

"**RBOB**" means reformulated gasoline blendstock for oxygenate blending;

"**Right**" means the rights issued to Shareholders pursuant to the Rights Plan;

"**Rights Plan**" means the Shareholder rights plan adopted by Keyera Corp. as more particularly described under "Capital Structure of Keyera Corp. – Shareholder Rights Plan";

"**Rights Agreement**" means the agreement entered into between Keyera Corp. and Computershare providing for the establishment of the Rights Plan;

"**Rimbey LP**" means Rimbey Pipeline Limited Partnership, a limited partnership formed pursuant to the laws of Manitoba;

"**sales gas**" means saleable natural gas after it has been treated in a natural gas processing facility to remove water vapour, inert gases, CO_2, H_2S and NGLs comprised primarily of methane with small amounts of ethane and other NGLs;

"**Second Debentures**" means the 8.25% convertible unsecured subordinated debentures which matured on December 31, 2013;

"**Second Preferred Shares**" means second class of preferred shares of Keyera Corp. as more particularly described under "Capital Structure of Keyera Corp. – Preferred Shares";

"**Second Supplemental Indenture**" means the supplemental indenture issued under the Debenture Indenture dated January 1, 2011;

"Shareholder" means a holder of Common Shares;

"**sour gas**" means natural gas that contains an amount of H_2S in excess of the content permitted in gas to be transported on sales gas pipelines, or which the AER considers to be sour gas;

"**specification NGLs**" or "**spec NGLs**" means saleable ethane, propane, butane or condensate that meet the specifications for those products established by industry associations;

"**subsidiary**" means, in relation to any person or entity, any body corporate, partnership, trust, joint venture, association or other entity of which more than 50% of the total voting power of shares or units of ownership or beneficial interest entitled to vote in the election of directors (or members of a comparable governing body) is owned or controlled, directly or indirectly, by such person or entity;

"**sulphur**" means a yellow mineral extracted from natural gas which is used in the manufacture of fertilizer, pharmaceuticals and other products;

"**sulphur recovery**" means the process within a natural gas processing facility whereby natural gas containing hydrogen sulphide undergoes a series of chemical reactions to isolate elemental sulphur;

"**sweet gas**" means natural gas that is not sour gas;

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations thereunder;

"**throughput**" means, with respect to a gas plant, the raw gas inlet volume processed, and, with respect to a pipeline, means the gas or liquid volume transported therein;

"**turbo expansion**" is an NGL recovery process that utilizes the expansion and subsequent cooling of incoming raw gas to extract a high percentage of NGLs from the raw gas to meet or exceed sales gas specifications;

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

"**utilization rate**" means, with respect to a gas plant, throughput divided by license capacity, and, for a pipeline, throughput divided by pipeline capacity, in both cases expressed as a percentage; and

"**WCSB**" means the Western Canada Sedimentary Basin.

ABBREVIATIONS AND CONVERSIONS

In this AIF, the following abbreviations have the meanings set forth below:

Bbl and Bbls	Barrel and barrels, each barrel representing 34.972 Imperial gallons or 42 United States gallons
Bbls/d	Barrels per day
Mcf	Thousand standard cubic feet
Mcf/d	Thousand standard cubic feet per day
MMcf	Million standard cubic feet
MMcf/d	Million standard cubic feet per day
MW	Megawatts
tonne	One thousand kilograms
tonnes/d	Tonnes per day

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

To Convert From	To	Multiply By
Mcf	cubic metres	28.174
cubic metres	cubic feet	35.494
Bbls	cubic metres	0.159
cubic metres	Bbls	6.293
feet	metres	0.305
metres	feet	3.281
miles	kilometres	1.609
kilometres	miles	0.621
acres	hectares	0.405
hectares	acres	2.471
tonnes	long tons	0.984

FORWARD LOOKING STATEMENTS

In order to provide readers with information regarding Keyera, including its assessment of future plans and operations, certain statements contained in this AIF and the documents incorporated by reference herein contain forward-looking statements under applicable securities laws. These statements relate to future events or Keyera's future performance. Such statements are predictions only and actual events or results may differ materially. The use of words such as “anticipate,” “continue”, “estimate”, “expect”, “may”, “will”, "project”, “should,” “plan,” “intend,” “believe,” and similar words or expressions, including the negatives or variations 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 streams; objectives of or involving Keyera; impact of commodity prices; environmental matters; 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; marketing risk management contracts such as energy related forward contracts, price swaps and forward currency contracts 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 Keyera’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 AIF and accompanying documents may also contain forward-looking statements attributed to third parties. Management believes that its assumptions and analysis in this AIF 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 (including the operation or suspension of either or both components of the Premium Dividend™ and Dividend Reinvestment Plan); 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, other customers and overall industry activity levels; oil sands development activity; changes in gas composition; fluctuations in commodity prices and supply/demand trends; processing and marketing margins; effects of weather conditions; availability of contractors, engineering and construction services; 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; changes in environmental and other regulations; reliance on key personnel; competition for, among other things, capital, acquisition opportunities, materials, equipment, labour and skilled personnel; proceedings and other types of claims and litigation; risks and liabilities associated with the transportation of dangerous goods; changes in tax laws and any differential effects relating to a particular Shareholder’s country of residence; and other factors, many of which are beyond the control of Keyera, some of which are discussed under “Risk Factors” in this AIF.

Readers are therefore cautioned that the foregoing list of important factors is not exhaustive and they should not unduly rely on the forward looking statements included in this AIF or any documents incorporated by reference. Further, readers are cautioned that the forward looking statements contained herein speak only as of the date of this AIF. All forward looking statements contained in this AIF 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 available on SEDAR at www.sedar.com.

PRESENTATION OF FINANCIAL INFORMATION

This AIF refers to certain financial measures that are not determined in accordance with Canadian generally accepted accounting principles applicable to publicly traded companies ("**GAAP**"). These measures do not have standardized meanings and may not be comparable to similar measures presented by other public corporations. Measures such as "cash flow" and "distributable cash flow," are not standard measures under GAAP and therefore may not be comparable to similar measures for other public companies. Keyera believes that these measures are useful supplemental measures as they facilitate the understanding of Keyera's financial performance. Investors are cautioned, however, that these measures should not be construed as alternatives to "cash flow from operating activities" and "net earnings" determined in accordance with GAAP as an indication of Keyera's performance and such non-GAAP financial measures may not be comparable with measures provided by other public corporations or entities.

DESCRIPTION OF THE STRUCTURE OF KEYERA CORP.

Keyera Corp. and its Subsidiaries

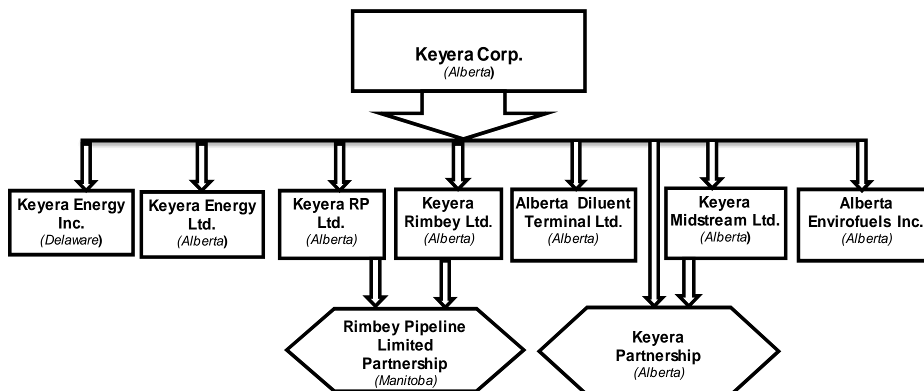
Keyera Corp. is a public company and its Common Shares trade on the TSX under the symbol KEY. Its registered office and head office are located at 600, 144 – 4th Avenue SW, Calgary, Alberta T2P 3N4. The constating documents of Keyera Corp., including the articles and bylaws, are available on SEDAR at www.sedar.com.

Keyera Corp. directly or indirectly owns 100% of the voting interests in all of its operating subsidiaries and is the managing partner of the Partnership, Keyera's primary Canadian operating subsidiary. The Partnership owns and operates the majority of Keyera's Canadian assets and businesses. In accordance with the Partnership Agreement, the Partnership is authorized to carry on a number of business activities including: (i) directly or indirectly, alone or in conjunction with other persons, gathering, processing, transporting, delivering, fractionating, extracting, storing, blending, buying, selling, marketing, investing in, exploring for, developing, producing, and disposing of natural gas, NGLs, crude oil, bitumen and other petroleum products (including any by-products associated with the foregoing), petroleum based solvents, electricity, thermal energy and other alternative energy; (ii) constructing, owning, operating, managing, acquiring and investing in facilities and infrastructure related to the foregoing; (iii) other business activities as the Board of Directors may determine; and (iv) all activities ancillary or incidental to any of the foregoing. A copy of the Partnership Agreement is available on SEDAR at www.sedar.com.

Keyera's only Canadian assets that are not owned and operated by the Partnership are the Edmonton Terminal and the Rimbey Pipeline, both of which are owned and operated by Rimbey LP, and the Alberta Diluent Terminal which is owned and operated by ADT Ltd. KEI, Keyera's only non-Canadian subsidiary, carries out Keyera's business activities in the United States.

Organizational Structure

The following diagram sets out the name and jurisdiction of formation of each subsidiary of Keyera Corp.



Prior to 2011, Keyera was structured as an income trust known as Keyera Facilities Income Fund. In response to changes in Canadian tax laws, Keyera converted to a corporation effective January 1, 2011 pursuant to a plan of arrangement and associated internal transactions. The following table outlines notable milestones in Keyera's corporate structure, starting with the Conversion.

Date	Milestone
January 2011	Keyera completed its conversion from an income trust structure to a corporate structure pursuant to a plan of arrangement. As a result of Conversion: Keyera Corp. became the successor to the Fund; the units of the Fund were converted to Common Shares of Keyera Corp. on a one-for-one basis; and the Fund was wound up.
December 2011	The Partnership interests were reorganized as part of a small internal restructuring, with Keyera Corp. increasing its direct ownership interest to 98.979%, KML acquiring a 1.021% interest and KFL being wound-up.
January 2012	Keyera acquired AEF and associated assets, along with all of the shares of AEF Inc.
March 2012	Keyera Corp. completed a public offering of 4,715,000 Common Shares at $43.00 per Common Share.
May 2013	Shareholders approved a special resolution to amend the articles of Keyera Corp. to create two new classes of Preferred Shares: (1) First Preferred Shares; and (2) Second Preferred Shares. Each class of Preferred Shares is issuable in one or more series without par value, with such rights, restrictions, designations and provisions as the Board of Directors may at any time and from time to time determine, subject to the aggregate maximum number of authorized Preferred Shares. As of the date hereof, no Preferred Shares have been issued.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

Keyera operates one of the largest natural gas midstream businesses in Canada. Midstream entities operate in the oil and gas sector between the upstream sector, which includes oil and gas exploration and production businesses, and the downstream sector, which includes the refining, distribution and retail marketing of finished products. Keyera is organized into two integrated business units:

1. Gathering and Processing Business Unit - Keyera owns and operates raw gas gathering pipelines and processing plants, which collect and process raw natural gas, remove waste products and separate the economic components before the sales gas is injected into pipeline systems for transportation to end-use markets.
2. Liquids Business Unit, consisting of the following operating segments:
    - NGL Infrastructure - Keyera owns and operates a network of facilities for the processing, storage and transportation of the by-products of natural gas processing, including NGLs. With the acquisition of AEF in early 2012, this segment now includes Keyera's iso-octane facilities.
    - Marketing - Keyera markets a range of products associated with its two infrastructure business lines, primarily propane, butane, condensate and iso-octane, and also engages in crude oil midstream activities.

See "Business of Keyera" for a more detailed description of each of these Business Units.

Business Strategy

Keyera's vision is to be the North American leader in delivering midstream energy solutions. In support of this vision, Keyera has maintained a consistent commitment to its strategy of delivering steady value growth built around sustainable, competitive energy facilities. As part of this strategy, Keyera:

- pursues opportunities to increase throughput at its existing facilities,
- invests in expansion and optimization opportunities to meet its producer customer needs and complement its service offerings;
- selectively pursues acquisitions;

- builds on the interconnectivity of its infrastructure and its integrated business model; and
- maintains a conservative capital structure.

Over the past three years, Keyera has been increasingly focused on internal growth opportunities, together with selective acquisitions. Keyera has maintained a conservative financial structure while pursuing this significant capital growth program and implementing four dividend increases. In this time, Keyera has also expanded its credit facility, completed a number of long-term private debt placements (See "Business of Keyera – Borrowing") and completed one equity offering in 2012.

In selecting which capital projects and acquisitions to pursue, Keyera pays close attention to both the macro-trends that affect its business, as well as the particular needs of customers and potential customers. This has allowed Keyera to successfully secure appropriate contractual underpinnings for its major capital projects and various backstopping arrangements for preliminary studies on other potential projects. The following tables highlight some of the key acquisitions and capital projects which were either completed in the last three years or are under active development or construction. See "Business of Keyera" for more information on each of these initiatives.

ACQUISITIONS 2011 Total Expenditures: $36.9 million	
Facility/Area	**Description**
Various Keyera-Operated Gas Plants	Acquired incremental interests in various Keyera-operated plants: 6.7% in the Strachan gas plant; 7.6% in the Bigoray ethane recovery unit; 24.0% the Bigoray solution compressor unit; 11.9% in the Paddle River gas plant; and 8.6% in the Minnehik Buck Lake gas plant and related assets.
Findley Pipeline	Acquired 100% interest in the Findley pipeline associated with the Simonette gas plant which was acquired by Keyera in 2010.
GROWTH CAPITAL PROJECTS 2011 Total Expenditures: $110.7 million	
Facility/Area	**Description**
Rimbey Gas Plant - Carlos Pipeline	Completed the Carlos pipeline which began delivering production to the Rimbey gas plant from the liquids-rich Glauconite formation in the Hoadley area in the first half of 2011.
Brazeau River and West Pembina Gas Plants	Constructed an acid gas pipeline connecting the Brazeau River and West Pembina gas plants.
Brazeau River and Nordegg River gas plants	Completed work at the Brazeau River and Nordegg River gas plants to enhance NGL recoveries.
Minnehik Buck Lake – Turbo Expander	Started work on re-commissioning the turbo expander unit at the Minnehik Buck Lake gas plant in order to improve NGL recoveries at the plant.
Nevis Gas Plant	Installed compression facilities at the Nevis gas plant.
Alberta Diluent Terminal	Refurbished the three large storage tanks, including the segregated solvent handling tank for the Imperial solvent handling agreement, completed pipeline connections and acquired working inventory for the storage tanks.
Fort Saskatchewan Condensate System - Pipeline Connections	Completed a pipeline connecting Enbridge Southern Lights and the Edmonton Terminal.
Fort Saskatchewan Facility – Storage Expansion	Began washing the 12th underground storage cavern.

ACQUISITIONS 2012 Total Expenditures: $280.7 million	
Facility/Area	**Description**
Alberta EnviroFuels	Acquired 100% interest in AEF. In connection with this acquisition, Keyera entered into new multi-year iso-octane supply, processing and transportation agreements with one of the vendors.
Hull Rail and Truck Terminal	Acquired 100% interest in an NGL rail and truck terminal facility in Hull, Texas and began planning for the reconfiguration and refurbishment of the site to handle the receipt and delivery of propane, butane and NGL Mix.
Strachan North Gas Gathering System Pipeline Addition	Acquired 100% interest in a newly built eight-inch, 23-kilometre gathering pipeline constructed by a producer that connects to the Strachan North Gas Gathering System.
Various Keyera-Operated Gas Plants	Acquired incremental interests in various Keyera-operated plants including 34.4% in the Minnehik Buck Lake gas plant and related assets. Keyera also acquired the remaining 25.6%, 31.6% and 0.7% interests in the Pembina North, Brazeau River and Paddle River gas plants respectively and, as a result, Keyera now owns 100% of each of these three facilities.
GROWTH CAPITAL PROJECTS 2012 Total Expenditures: $113.7 million	
Rimbey Gas Plant – Turbo Expander and Ethane Pipeline	Initiated detailed engineering for the construction of a 400 MMcf/d turbo expander. Also initiated work on a six-inch, 34-kilometre ethane pipeline to connect the plant with the Alberta Ethane Gathering System.
Strachan Gas Plant – Turbo Expander	Worked on replacing the turbo expander to enhance the reliability of NGL recoveries at the plant.
Strachan Gas Plant – Sulphur Handling Fertilizer Facility	Entered into a joint venture arrangement with Sulvaris Inc. and started engineering related to the construction and operation of a sulphur handling fertilizer facility at the Strachan gas plant.
Fort Saskatchewan Condensate System – Pipeline Connections	Completed the 20-inch, 21-kilometre pipeline from Keyera Fort Saskatchewan to the Polaris pipeline and the pump station at Edmonton Terminal.
Edmonton Terminal	Completed modifications to the rail loading facilities to accommodate loading of iso-octane. First deliveries of iso-octane by rail were loaded in December 2012 and delivered to a customer on the Gulf Coast in January 2013.
South Cheecham Rail and Truck Terminal	Initiated construction on the South Cheecham Rail and Truck Terminal (including related pipeline connections), a diluent offloading and bitumen loading facility. This is a 50-50 joint venture with Enbridge with Keyera being the operator.
Hull Rail and Truck Terminal	Initiated engineering with respect to reconfiguring and refurbishing the newly acquired Hull Rail and Truck Terminal.
Fort Saskatchewan Facility – Storage Expansion	Finished washing the 12th storage cavern and commenced mechanical integrity testing. Commenced work on the development of a fourth brine pond to support cavern expansion.
Fort Saskatchewan Facility – De-Ethanizer Project	Announced plans to construct a 30,000 Bbls/d de-ethanizer, initiated detailed engineering and ordered certain long-lead items for the project.

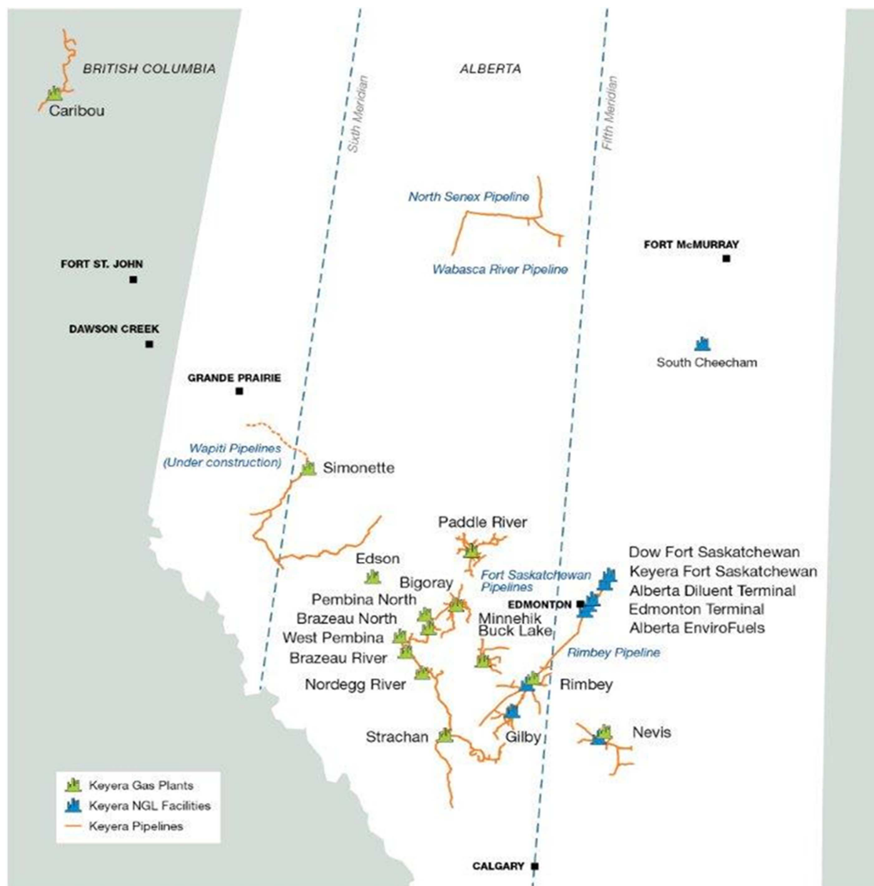
ACQUISITIONS 2013 Total Expenditures: $31.9 million	
Facility/Area	**Description**
Alberta Crude Terminal	Acquired 36.4 acres of land adjacent to the Alberta Diluent Terminal for the development of the proposed Alberta Crude Terminal, a 50/50 joint venture with Kinder Morgan Energy Partners L.P.
Minnehik Buck Lake-Gathering System	Acquired 100% interest in a 12-inch gathering pipeline that delivers gas to the Minnehik Buck Lake facility.
Rimbey Gas Plant – Carlos Pipeline Extension	Keyera purchased a new eight-inch, 10-kilometre gathering pipeline which was constructed by a producer and tied-in to the Carlos pipeline in the last half of 2013.
GROWTH CAPITAL PROJECTS 2013 Total Expenditures: $299.8million	
Rimbey Gas Plant – Turbo Expander and Ethane Pipeline	Completed detailed engineering and ordered certain long lead items for the construction of the turbo expander. Commencement of construction of this project is subject to receipt of regulatory approvals. Commenced construction of the associated six-inch, 34-kilometre ethane pipeline to connect to the Alberta Ethane Gathering System.
Strachan Gas Plant – Sulphur Projects	Completed preliminary engineering work for proposed new sulphur forming facilities and modifications to certain sulphur handling infrastructure. Project is under review given the higher than anticipated capital estimates. Completed detailed engineering and ordered certain long lead items for the proposed construction of a sulphur handling fertilizer production facility at the plant as a 50/50 joint venture with Sulvaris Inc. with Keyera as operator. Construction is scheduled to commence in 2014.
South Cheecham Rail and Truck Terminal	Completed the construction of the South Cheecham Rail and Truck Terminal (including related pipeline connections). Operations commenced in October 2013 with the shipments of bitumen being received by truck and loaded onto railcars for delivery to end-use markets.
Hull Rail and Truck Terminal	Commenced construction work to reconfigure and refurbish the Hull Rail and Truck Terminal.
Fort Saskatchewan Facility – Storage Expansion	Brought the 12th underground storage cavern into service and began washing the 13th underground cavern. Also started preparations for drilling the 14th cavern. Construction of the new brine pond to support the cavern development was largely completed.
Fort Saskatchewan Facility – De-Ethanizer Project	Off-site fabrication of key components of the de-ethanizer tower were completed and on-site preparation activities commenced.
Fort Saskatchewan Facility – Fractionation Expansion	Commenced detailed engineering on the 35,000 Bbls/d expansion of the fractionation capacity.
Wapiti Pipelines	Commenced construction of a 12-inch raw gas gathering pipeline and a 6-inch dedicated condensate pipeline which runs from the Wapiti area to the Simonette Gas plant.
Simonette Gas Plant Expansion	Initiated detailed engineering and ordered certain long-lead items for a new condensate stabilizer and a new refrigeration unit. Both projects are subject to regulatory approval.
Alberta Crude Terminal	Initiated engineering and commenced regulatory applications for the proposed crude loading facility. This project is subject to receipt of regulatory approvals.
Fort Saskatchewan Condensate System – Pipeline Connections	Ordered long-lead items to construct a receipt point at the Keyera Fort Saskatchewan facility to receive diluent from Kinder Morgan's Cochin Pipeline once it is reversed and changed into condensate service.
Rimbey Gas Plant – Carlos Pipeline Offload	Advanced engineering work on pipeline connections from the Carlos pipeline to other existing pipelines with available capacity to facilitate delivery of incremental volumes to the Rimbey gas plant.

In addition to these initiatives, Keyera also took steps to advance several other projects in 2013, including:

- negotiating agreements with Enbridge with respect to the ownership and operation of the Norlite pipeline, in which Keyera expects to participate as a 30% non-operating owner assuming the parties are able to reach a consensus on the details for the transaction;
- negotiating an arrangement with a producer for the construction of the Wilson Creek Pipeline system (including a 12-inch raw gas pipeline and a 6-inch condensate pipeline), with the agreements being signed and construction getting underway in early 2014;
- advancing negotiations with producers interested in supporting the construction of the proposed Twin Rivers pipeline which would bring incremental gas to the Brazeau River and West Pembina Plants; and
- initiating discussions with parties interested in the development of a second phase of the Alberta Crude Terminal.

BUSINESS OF KEYERA

The following map shows Keyera's principal operations in Canada.



Gathering and Processing Business Unit

Keyera has ownership interests in 15 operating gas plants in western Canada, of which it operates 14. Combined, these gas plants have 2,401 MMcf/d of licensed gross raw gas processing capacity, 1,982 MMcf/d net to Keyera. Each gas plant is connected to an extensive series of gathering pipelines which deliver the gas from the field to the plants for processing. In total, Keyera operates approximately 4,000 kilometres of four to twelve inch diameter raw gas gathering pipelines. (See "Business of Keyera – Gathering and Processing Business Unit – Description of Gathering and Processing Facilities").

Collectively, Keyera’s gathering and processing facilities constitute a network that is well positioned in its operating areas to serve exploration and production activity. Almost all of Keyera's processing capacity is located in the west-central, foothills and Deep Basin areas of the WCSB. Natural gas in these areas often has significant NGL content, which is attractive to producers as the value of the NGLs enhances their netbacks.

Several of Keyera’s gas plants are interconnected by pipelines, including: (a) the Strachan, Brazeau River, West Pembina, Bigoray, Nordegg River, Brazeau North and Pembina North plants; and (b) the Rimbey and Gilby plants. This interconnectivity provides significant operational flexibility. It allows raw gas to be directed to the gas plant best suited to process a particular type of gas, and also allows gas to be re-directed during turnarounds or periods of capacity constraints. In addition to these plant interconnections, some producing areas are served by more than one gathering system, which also allows production to be directed to different plants even if the plants themselves are not interconnected.

Description of Gathering and Processing Facilities

The following table provides an overview of the key operating features for each of Keyera’s gas processing plants.

Gas Plant[(1)(2)]	Ownership Interest (%)[(3)]	Plant Status	Licensed Capacity (MMcf/d)[(3)(4)]	Average Daily Throughput[(3)]	Facilities													
					Inlet Separation	Compression	Gas Sweetening	NGL Recovery[(5)]	NGL Fractionation	Condensate Stabilization	Oil Battery	Acid Gas Injection	NGL Truck and/or Rail Handling[(6)]	Sulphur Recovery	Sulphur Forming & Rail Loading	Liquified CO^2 Production	Cogeneration	Sulphur Block Storage
Rimbey	97	Sour	422	315	●	●	●	LO	●	●			T/R	●		●	●	
Strachan	98	Sour	275	192	●	●	●	TE		●			T	●	●			●
Brazeau River	93	Sour	218	91	●	●	●	LO		●		●	T					
Nordegg River[(7)]	89	Sour	75	52	●	●	●	LO		●		●	T					
Minnehik Buck Lake	80	Sour	160	75	●	●	●	TE		●			T	●			●	
Simonette[(8)]	100	Sour	150	60	●	●	●	RFG		●			T	●				●
Bigoray	95	Sour	81	26	●	●	●	TE			●	●						
West Pembina	76	Sour	145	31	●	●	●	LO		●				●				●
Brazeau North	100	Sweet	50	19	●	●		RFG		●								
Pembina North[(8)]	100	Sour	43	21	●	●	●	RFG			●	●						
Paddle River[(8)]	100	Sour	81	36	●	●	●	TE		●		●						
Caribou	100	Sour	105	64	●	●	●	RFG		●		●	T					
Gilby	80	Sour	71	35	●	●	●	LO	●	●			T/R					
Nevis	100	Sour	150	50	●	●	●	LO	●	●			T/R	●				
Edson	22	Sour	375	202	●	●	●	LO		●			T	●			●	●

Notes:

(1) Keyera is the operator of all the gas plants listed except Edson, which is operated by Talisman Energy Inc. Each gas plant is connected to extensive raw gas gathering systems. In total, Keyera operates and has ownership interest in approximately 4,000 km of gathering pipelines associated with its gas plants. Keyera also has a 36% ownership interest in the Gregg Lake-Obed Pipeline system, a 129-km sour gas pipeline system operated by SemCAMS that originates in the Hinton area and connects to the SemCAMS Kaybob 3 gas plant.

(2) In addition to the gas plants listed, Keyera also has a 24% interest in the Medicine River gas plant operated by Penn West Petroleum Ltd. which was shut down in 2012 (at which time certain volumes were redirected to the Gilby gas plant), a 100% interest in the Greenstreet gas plant which has been shut down since June 2011, and a 100% interest in the Chinchaga gas plant which was shut down in September 2013.

(3) Information: (a) is presented as at December 31, 2013, (b) represents total gross capacity and throughput (not only Keyera’s interest), and (c) has been rounded to the nearest whole number.

(4) Actual available raw gas processing capacity at each plant is often less than the licensed capacity depending on the capacity of each of the functional units. The difference between licensed capacity and effective available capacity is likely to be more significant if actual plant operating conditions or gas composition differ significantly from original plant design, gas composition specifications or operating conditions. In 2013, the average utilization rate at Keyera's gas plants was 53%. (See "Risk Factors – Natural Gas Composition")

(5) TE- turbo expansion, LO – lean oil or modified lean oil recovery, RFG – refrigeration.

(6) R – NGL rail handling facilities, T – NGL truck handling facilities.

(7) Acid gas from Nordegg River is delivered to the Brazeau River gas plant for acid gas injection.

(8) A regularly scheduled maintenance turnaround was completed in 2013. Volumes at Simonette were curtailed in the first quarter of 2013 in connection with sulphur recovery compliance matters.

Overview of Key Initiatives

Over the past several years, Keyera's business strategies in its Gathering and Processing Business Unit has focused on improving NGL recoveries at its facilities to contribute to improved netbacks for its producer customers; expanding its gathering pipeline infrastructure to capture new gas drilling and promote volume growth at its key facilities; and finding cost-effective ways to offer expanded services that align with producer needs. Examples of how Keyera has been implementing these strategies are outlined below.

1. Improving NGL Recoveries and Handling Capabilities

Rimbey Area: Keyera is pursuing opportunities to expand the operations and services at the Rimbey gas plant. The most recent initiative is the proposed installation of a 400 MMcf/d turbo expander unit, which would significantly increase the NGL recovery capabilities at the plant. Based on the proposed design, the turbo expander would increase the plant ethane extraction capabilities to 20,000 Bbls/d, and would also increase propane, butane and condensate recoveries. This project is underpinned by a long-term ethane sales agreement with a major ethane consumer in Alberta, as well as various gas processing agreements with producers, including a long-term processing agreement with an area dedication. Construction of this project is subject to receipt of regulatory approvals. These approvals have been delayed because of three industry statements of concern that were filed in January 2014. Keyera continued to advance work on a six-inch, 34-kilometre pipeline which will be capable of delivering the ethane to the Alberta Ethane Gathering System.

Simonette Area: Since acquiring the Simonette gas plant in 2010, Keyera has been working on plans to enhance its capabilities. During this time, the plant has faced operational challenges, particularly with respect to sulphur recovery, due in part to the composition of the raw gas being significantly different than what the plant was designed to handle. During the turnaround in 2013, process modifications and improvements were made to the sulphur facilities. Keyera is continuing to manage throughput at the plant in order to optimize sulphur recovery and address NGL capacity constraints, while pursuing expansion plans.

In 2013, Keyera advanced projects intended to increase the capacity of the plant and to improve the condensate handling capabilities. The proposed projects include the addition of refrigeration and the construction of condensate stabilization facilities. Keyera anticipates these initiatives will enable the plant to handle an additional 100 MMcf/d of raw natural gas and 10,000 Bbls/d of condensate. These projects are subject to receipt of regulatory approvals. Assuming these approvals are received on a timely basis and construction proceeds on schedule, the projects would be completed in the second half of 2014.

Strachan Area: Given that a significant portion of gas delivered to the Strachan gas plant is rich in NGLs, Keyera has taken a number of steps to improve the NGL handling capabilities at the plant, including steps to enhance reliability:

- In 2011, Keyera started construction of the Strachan NGL pipeline to provide a pipeline connection from the plant to Keyera's other NGL facilities in the Rimbey/Edmonton/Fort Saskatchewan corridor through a combination of Keyera-owned pipelines and a third party pipeline. The NGL line was put into service in early 2012.
- In 2012, work on the turbo expander unit at the plant was initiated. This project was completed in 2013, thereby increasing the plant's NGL extraction capabilities.
- In 2013, maintenance and repair work was completed on a propane compressor.

Minnehik Buck Lake Area: In 2012, Keyera completed work to reactivate the turbo expander unit at the Minnehik Buck Lake gas plant in order to enhance NGL recoveries at the plant. In late 2013, Keyera ordered new equipment to further enhance and optimize the turbo expander. This equipment is scheduled to be installed in early 2014.

Brazeau River and Nordegg River Areas: In 2011, modifications were made to the NGL recovery processes at both the Brazeau River and Nordegg River gas plants. At the Brazeau River gas plant, a modified lean oil recovery process was constructed and commissioned and a propane refrigeration unit was installed. At the Nordegg River gas plant, a new lean oil system was installed.

Brazeau North/Pembina North Area: The Brazeau North and Pembina North gas plants are connected by numerous pipelines and are operated as a single complex. In 2012 Keyera constructed a modified lean oil system at the Brazeau North gas plant to enhance NGL recoveries.

2. Expanding Plant Capture Areas and Gathering Pipeline Infrastructure

Rimbey Area: Over the past three years, Keyera has undertaken a number of projects to continue to expand the approximate 4,600 km^2 capture area of the Rimbey gas plant, including the following:

- In 2011, Keyera completed construction and commissioning of the Carlos pipeline, a twelve-inch, 45-kilometre gathering pipeline, which delivers liquids-rich natural gas to the plant from the Hoadley area, where producers are targeting the Glauconite zone. In connection with the construction of the Carlos pipeline, Keyera entered into a long-term gas handling agreement with one of the main producers in the area. By 2013, the Carlos pipeline had neared its maximum capacity.
- In 2013, Keyera entered into an agreement to purchase a newly built eight-inch, 10-kilometre lateral extending west of the Carlos pipeline constructed by a producer. In connection with the construction and acquisition of this pipeline, the producer also entered into a gas handling agreement with a commitment to deliver volumes on the Carlos pipeline. The pipeline was tied-in to the Carlos pipeline in the last half of 2013.
- Also in 2013, Keyera began working on a project to expand the capacity of the Carlos pipeline. The project will involve the construction of a short segment of pipeline to connect to other existing pipeline infrastructure in order to deliver volumes to the plant. Once complete, this project is anticipated to add approximately 40 MMcf/d of transportation capacity into the Rimbey gas plant. Based on the construction schedule, this project is expected to be operational in 2014, assuming no construction delays and timely receipt of regulatory approvals.
- Keyera has entered into agreements with a producer for the construction of the Wilson Creek pipeline and an associated fee-for-service gas handling agreement. This pipeline, which will include a 12-inch high pressure raw gas pipeline and a 6-inch condensate pipeline, will extend the capture area for the Rimbey gas plant into the Wilson Creek area west of the Plant. Construction started in 2014 and the pipeline is expected to be operational by the fourth quarter of 2014, assuming no construction delays and timely receipt of long lead items.

Simonette Area: In connection with Keyera's acquisition of the Simonette gas plant in 2010, it also acquired ownership of the North Cabin pipeline, the Solomon and Cabin Creek facilities and the Findley pipeline. Since acquiring the plant, the capture area has continued to be expanded, including:

- In 2012, a producer-owned 12-inch pipeline was tied-in to the plant and two other producer-owned pipelines were tied into the North Cabin Pipeline.
- In 2013, Keyera commenced construction of the Wapiti Pipeline system, a 12-inch sour gas gathering pipeline and a six-inch dedicated condensate pipeline extending from the Wapiti region of northwest Alberta to the Simonette gas plant. The 90-kilometre pipeline system is underpinned by a long-term, fee-for-service gas handling agreement with an area producer. The pipeline is scheduled to be operational in the second half of 2014, assuming no construction delays.

Strachan Area: The Strachan gas plant receives gas from three major gathering systems (Strachan North, Garrington Caroline and Burnt Timber/Ram River). In 2012, as part of its strategy to continue to expand the

plant's approximate 2,500 km^2 capture area, Keyera acquired a newly constructed eight-inch, 23-kilometre gathering pipeline, extending northeast from Keyera's Strachan North gathering system.

Minnehik Buck Lake Area: In 2012, Keyera entered into an agreement with a producer for the construction and purchase of a 12-inch, 23 km pipeline to the west of the Minnehik Buck Lake plant. In connection with the construction of this pipeline, three producers entered into gas handling agreements. Construction was completed in 2013, at which time Keyera completed its purchase of the pipeline and the Minnehik Buck Lake plant began receiving volumes under the gas handling agreements through the line.

Gilby Area: In 2012, with the shut-down of the Penn West operated Medicine River gas plant, Keyera was successful in attracting most of the gas to the Gilby gas plant.

Brazeau River and West Pembina Areas: Keyera is working with producers on possible pipeline additions to expand the capture area for these plants, including the possible development of the proposed Twin Rivers pipeline. A decision on whether to proceed with all or a part of the Twin Rivers project will depend on whether commitments from area producers can be secured.

Bigoray Area: In 2011, Keyera reactivated an eight-inch, 24 kilometre pipeline, thereby extending the capture area for the Bigoray gas plant.

3. Expanded Services

Strachan Area: The Strachan gas plant provides a number of sulphur handling services in connection with its sour gas processing operations. Building on its sulphur capabilities Keyera is pursuing a number of sulphur-related projects at the plant:

- In 2012, Keyera entered into a joint venture arrangement with Sulvaris Inc. to construct a sulphur-based fertilizer production facility at the Strachan gas plant. Construction is planned to start in 2014, with the goal of having the facility operational in 2015. The fertilizer production facility will be operated as a 50/50 joint venture with Sulvaris Inc. and Keyera will be the operator. Keyera will also supply services to the joint venture on a fee-for-service basis, while Sulvaris Inc. will acquire the fertilizer produced at the facility from the joint venture for its fertilizer business.
- In 2013, Keyera completed preliminary engineering work with respect to proposed new sulphur handling facilities at the plant. The project, which is underpinned by a long term fee-for-service agreement with Suncor, would involve installation of a new 1,500 tonne per day sulphur forming and degassing unit, expansion of the molten sulphur rail off-loading capability and additional storage capacity. Based on the higher than anticipated capital costs identified in the preliminary engineering, Keyera and Suncor will complete a further evaluation of the project before proceeding.

Rimbey, Gilby and Nevis Areas: With fractionation capacity constrained in the Edmonton/Fort Saskatchewan energy hub over the last two to three years, Keyera has successfully pursued opportunities to utilize available fractionation capacity at its gas plants outside of the hub to handle NGL mix from its other facilities. NGL mix is trucked to these facilities and the specification products can then be moved by rail or truck to end users. (See "Liquids Business Unit – NGL Infrastructure – Overview of Key Initiatives").

West Pembina: In 2011, Keyera completed the construction of an acid gas pipeline connecting the Brazeau River and West Pembina gas plants so that acid gas from Brazeau River and Nordegg River can be processed at the West Pemibina gas plant.

Liquids Business Unit – NGL Infrastructure

The NGL Infrastructure segment provides gathering, fractionation, storage, transportation and terminalling services for NGLs and crude oil, and also produces iso-octane. These services are provided to customers through an extensive network of facilities, including: underground NGL storage caverns; fractionation facilities; NGL and crude oil pipelines; and pipeline, rail and truck terminals. The majority of Keyera's NGL Infrastructure assets are located in, or connected to, the Edmonton/Fort Saskatchewan area in Alberta, one of four key energy hubs in North America.

Keyera has significantly grown its NGL Infrastructure segment in the last three years. The location and interconnectivity of Keyera's assets has been an important part of this growth. Given the integrated nature of Keyera's business units, the NGL Infrastructure segment provides essential services to Keyera's Marketing segment, by providing the physical assets essential to its ability to source, transport, process, store and deliver products across North America. A portion of the revenues earned by the NGL Infrastructure segment relate to services provided to Keyera's Marketing segment. Typically, the prices negotiated with producers by Keyera's Marketing segment for the purchase of NGLs take into account transportation and handling costs, including certain fees charged to the Marketing segment by the NGL Infrastructure segment.

Description of NGL Infrastructure Facilities

The following table presents key operating data for Keyera's main NGL Infrastructure assets:

Facility[1]	**Ownership Interest** (%)	**Operator**	**Gross Capacity** (Bbls/d)[2]	**Net Capacity** (Bbls/d)[2]
Fort Saskatchewan Facilities	77	Partnership		
Fractionation[3]			30,200	23,250
Storage			11,460,000Bbls	8,791,000Bbls
Pipelines[4]			407,100	313,470
Dow Fort Saskatchewan Facilities				
De-ethanizer[3]	10	Dow	69,200	6,920
Fractionation[3]	18		30,000	5,400
Rimbey Gas Plant[5]	97	Partnership		
Fractionation[3]			31,500	30,555
Ethane Extraction[3]			6,000	5,820
Rail			13,750	13,330
Gilby Gas Plant [5]	79	Partnership		
Fractionation[3]			3,200	2,530
Rail			1,600	1,260
Nevis Gas Plant[5]	100	Partnership		
Fractionation[3]			6,500	6,500
Rail			5,787	5,787
Edmonton Terminal	100	Rimbey LP		
Rail			34,000	34,000
Rimbey Pipeline[4]	100	Rimbey LP	45,000	45,000
Strachan NGL Pipeline[4]	100	Partnership	4,142	4,142
FSCS Pipelines[4]	100	Partnership	300,000	300,000
Alberta Diluent Terminal	100	ADT Ltd.		
Rail Offloading			50,000	50,000
Storage[6]			342,600 Bbls	342,600 Bbls
South Cheecham Rail and Truck Terminal	50	Partnership		
Rail loading			24,000	12,000
Rail offloading			15,000	7,500
Storage[6]			51,000 Bbls	25,500 Bbls
Wabasca Area Pipelines[4]		Partnership		
Wabasca River Pipeline	64		20,000	12,800
North Senex Pipeline	88		3,500	3,080
Bonnie Glen Pipeline[4]	50	Pembina	105,660	52,830
AEF	100	Partnership	13,600	13,600

Notes:

(1) Keyera has 70% interest in the Judy Creek NGL pipeline. Operations at the Judy Creek NGL pipeline have been suspended since June 2013.

(2) Units are expressed as Bbls/d unless otherwise indicated.

(3) The capacity figures are based on licensed capacity. Actual capacity varies from time to time depending on operating conditions and operational constraints. At Dow Fort Saskatchewan, Keyera also has storage arrangements in place in connection with its ownership interest in the de-ethanizer and fractionator.

(4) All pipeline capacity measurements are approximate based on certain modeling assumptions and may vary depending on a variety of factors, including actual operating conditions. The volumes reported in the table include the three proprietary pipelines that connect Keyera Fort Saskatchewan with the Edmonton Terminal; however, in addition to these three pipelines, Keyera also leases an additional six-inch pipeline between Keyera Fort Saskatchewan and the Edmonton Terminal.

(5) The NGL processing and handling capabilities are located with each of the respective gas plants and are included in the Gathering and Processing segment for financial reporting purposes.

(6) At ADT, the geometric gross volume capacity of the above ground storage tanks is 435,000 Bbls; however, the working storage capacity of the tanks is 342,600 Bbls. At the South Cheecham Rail and Truck Terminal the geometric gross volume capacity of the above ground storage tanks is 60,000 Bbls; however, the working storage capacity of the tanks is 51,000 Bbls.

Overview of Key Initiatives

Keyera is pursuing a number of initiatives in each aspect of its NGL Infrastructure business, including: NGL storage, transportation and fractionation services; oil sands services; and iso-octane services. These initiatives are described in more detail below.

1. NGL Storage, Transportation and Fractionation Services

As producers continue to target NGL rich gas, there is a growing demand for storage, transportation and fractionation services. Keyera receives NGL feedstock from various sources and separates the NGL mix into saleable products, including propane, butane and condensate. Keyera's underground storage caverns are used to store NGL mix and specification products to meet seasonal and operational requirements. For example, propane can be stored in the summer months in order to meet winter demand; condensate can be stored to meet the diluent supply needs of the oil sands sector; and butane can be stored to meet seasonal demands of refineries, as well as Keyera's feedstock needs for the production of iso-octane at AEF. As described below, Keyera has been actively pursuing a number of large projects to expand its facilities and service offerings in this area.

Keyera Fort Saskatchewan ("KFS") and the Fort Saskatchewan Pipeline System ("FSPL"): The facilities at KFS currently include: an NGL fractionation plant, underground storage caverns, limited surface storage tanks and FSPL (which is comprised of four bi-directional NGL pipelines connecting KFS to the Edmonton Terminal, three of which are proprietary and the fourth is leased). The growth projects at KFS include:

- Cavern Development - A 12th cavern was brought into service in 2012 and work started on washing a 13th cavern. In Keyera's experience, it typically takes between two and two and a half years to develop, test and bring a cavern into service. In connection with its cavern development program, Keyera has also constructed another brine pond which is expected to be put in service in 2014. Because of the phased approach to cavern development, Keyera has the flexibility to adjust the timing, scope and scale of development based on factors such as economic conditions, industry activity and demand for the services.
- De-Ethanizer - In September 2012, Keyera announced its plan to construct a 30,000 Bbls/d de-ethanizer to process ethane-rich streams of NGLs (referred to as C2+ mix), creating specification ethane and an NGL mix that can feed into Keyera's fractionator. In 2013, with detailed engineering being completed, fabrication work on the tower was completed off-site and the necessary regulatory approvals were received. Site preparation was also initiated in 2013, with the main construction activities scheduled for 2014. Keyera has entered into a long-term, fee-for-service agreement with a large producer with production in the Deep Basin region to support this project.
- Fractionation Expansion - In January 2014, Keyera announced its plan to expand the NGL fractionation capacity at KFS by 35,000 Bbls/d. With this proposed expansion, the total gross fractionation capacity at KFS for low-ethane NGL streams (referred to as C3+ mix) will be 65,000 Bbls/d. In connection with this project, Keyera is also proposing to add new product receipt facilities, operational storage and pipeline interconnections. Detailed engineering work is currently underway and Keyera is targeting the first quarter of 2016 to complete construction. Actual timing may vary depending on construction schedules and receipt of regulatory approvals.

Rimbey, Gilby and Nevis Gas Plants*:* The Rimbey, Gilby and Nevis gas plants each have NGL fractionation capacity, as well as rail and truck terminal facilities. In addition, the Rimbey gas plant is connected to the Edmonton Terminal by the Rimbey Pipeline. In light of the fact that fractionation capacity has been quite constrained over the past few years, Keyera is considering debottlenecking opportunities at these facilities.

Rimbey Pipeline and Edmonton Terminal Facilities: Rimbey Pipeline is a 110-kilometre pipeline carrying NGL mix, propane, butane and condensate from the Rimbey gas plant northward to the Edmonton Terminal. The

Edmonton Terminal is connected to the Keyera Fort Saskatchewan facility by the FSPL system, and is also pipeline connected to ADT and AEF. The Edmonton Terminal has rail and truck facilities for NGLs, and in 2012 Keyera completed the construction of rail loading facilities capable of loading iso-octane for delivery to markets.

Hull Rail and Truck Terminal: In November 2012, KEI acquired the Hull Rail and Truck terminal. The terminal is located in Texas and is pipeline connected to several NGL facilities in the Mont Belvieu energy hub. The terminal has not been operational for a number of years, and therefore in 2013 Keyera began redeveloping the site and refurbishing the equipment. When operational, the Hull Rail and Truck Terminal will enable Keyera to handle propane, butane and NGL mix. Construction is expected to be completed in the second quarter of 2014, provided there are no further construction delays. Longer term, Keyera will evaluate the potential for handling other products, such as iso-octane, condensate, bitumen, dilbit and crude oil. Keyera has the flexibility to develop and expand the terminal in phases as demand for terminal and logistics services evolves.

Josephburg Terminal: In early 2014, Keyera announced its intention to develop an NGL rail and truck terminal at its Josephburg site. The proposed terminal is being developed to assist with propane egress from Alberta in light of the pending reversal of Kinder Morgan's Cochin pipeline. The project would require the construction of rail loading facilities, associated on-site working storage and connecting pipelines. This project is subject to receipt of regulatory approvals.

2. Oil Sands Services

Over the last three years, Keyera has significantly grown the services it is able to offer the oil sands sector and is continuing to pursue a number of significant projects to expand its business in this area. Keyera's main strategy has been to leverage its facilities and connections in order to develop an Alberta condensate hub. Condensate is used as a diluent to facilitate movement of bitumen by pipeline. Assuming the oil sands projects underway or in development continue to proceed as planned, Keyera anticipates the future demand for condensate as a diluent will continue to grow. This is expected to result in an increase in demand for diluent supply, storage and logistics services in the Fort Saskatchewan area. Keyera's NGL facilities are well situated to provide diluent handling and other logistics services related to growing oil sands development.

Fort Saskatchewan Condensate System ("FSCS"): An important development in providing services to the oil sands sector was the development of the FSCS.

- In 2011, Keyera completed the FSCS pipeline system, including the connections to Inter Pipeline's Polaris pipeline and Enbridge's Southern Lights pipeline. FSCS was originally underpinned by a long-term diluent handling agreement with Imperial Oil. Subsequently, other major producers have contracted for diluent handling services.
- In 2014, Keyera continued working on a new connection at KFS to receive condensate from Kinder Morgan's Cochin pipeline once it is reversed and changed into condensate service. As of the date hereof, KFS is the only receipt point for condensate volumes that will be delivered to Alberta on the Cochin pipeline. Keyera is coordinating this project with the Cochin and FSCS shippers, as well as Kinder Morgan, and is targeting the second quarter of 2014 for completion, assuming regulatory approvals are received on a timely basis and the construction schedule is maintained.

Alberta Diluent Terminal: The Alberta Diluent Terminal is a rail and truck terminal primarily used for condensate offloading, storage and transportation. Deliveries of condensate are accepted by rail or truck and then transported by pipeline to the Edmonton Terminal for further delivery to customers and end users.

- In 2011, construction of the storage facilities, rail offload and truck loading facilities was completed, thereby expanding the services available at the Alberta Diluent Terminal to include segregated solvent handling services for Imperial Oil under a multi-year agreement.
- In 2012, the Alberta Diluent Terminal increased its operating capabilities to 24 hour per day.
- Keyera is proposing to construct a new 12-inch condensate pipeline connecting the Alberta Diluent Terminal to Keyera's Fort Saskatchewan pipeline system.

<u>Alberta Crude Terminal</u>*:* In 2013, Keyera announced a proposed 50/50 joint venture with Kinder Morgan to develop a new crude oil rail loading facility in Edmonton called the Alberta Crude Terminal. This terminal, which would be operated by Keyera, would be constructed on land recently acquired adjacent to the Alberta Diluent Terminal which can be served by both Canadian National and Canadian Pacific railways. Plans for the Alberta Crude Terminal involve the construction of 20 rail loading spots, capable of loading a total of approximately 40,000 Bbls/d. In addition, each of Kinder Morgan and Keyera will be constructing pipeline connections to facilitate the movement of crude to the terminal. In particular, Keyera is planning to undertake certain modifications at its existing facilities; construct a new 16-inch crude oil pipeline from Kinder Morgan's terminal across Keyera's Edmonton Terminal to join the existing connector pipeline up to the site; and install additional pumping capacity. Development of the Alberta Crude Terminal is underpinned by a fee-for-service agreement with Irving Oil and is subject to receipt of regulatory approvals.

<u>South Cheecham Rail and Truck Terminal</u>: In 2013, operations commenced at the South Cheecham Rail and Truck Terminal, a Keyera-operated 50/50 joint venture with Enbridge near Fort McMurray. Keyera adopted a phased development plan for the site in order to align the development with customer needs. The Terminal is currently able to load up to 24,000 Bbls/d of bitumen and offload 15,000 Bbls/d of condensate. It is currently pipeline connected to the Statoil/PTTEP Cheecham terminal.

<u>Norlite Pipeline</u>: Keyera is continuing negotiations with Enbridge regarding its potential participation in the Norlite pipeline as a 30% non-operating owner. If these negotiations are successful, certain capacity on Keyera's FSCS would be made available as part of the transportation arrangements as part of the solution to provide shippers with access to condensate at numerous locations in the Edmonton/Fort Saskatchewan area.

<u>Alberta Liquids Pipeline</u>: In 2013, Keyera completed initial engineering and route development for the Alberta Liquids Pipeline System, a proposed liquids pipeline system in northwest Alberta which would deliver NGL mix and condensate from the Deep Basin area of Alberta to Fort Saskatchewan. Keyera has slowed work on this project until it is able to secure appropriate commitments from producers to underpin further engineering and construction.

3. AEF and Iso-octane Initiatives

AEF is a 13,600 Bbls/d capacity iso-octane producing facility that was acquired by Keyera in January 2012. It is pipeline connected to the Edmonton Terminal, as well as certain refineries and a truck loading facility in the Edmonton area. 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. AEF uses butane as the primary feedstock to produce iso-octane, which creates positive synergies with Keyera's NGL Marketing business. All of the revenues attributed to AEF within the NGL Infrastructure segment relate to processing services provided to the Marketing business for the production of iso-octane. (See "Business of Keyera – Liquids Business Unit – Marketing").

Since acquiring AEF in 2012, Keyera has been actively pursuing opportunities to optimize iso-octane production at the facility and develop alternate methods of transporting the iso-octane in order to access new markets. Some of the initiatives include:

- In 2012, Keyera completed a turnaround at AEF. Subsequently, in 2013, it invested in further maintenance and repair work, as well as additional catalyst replacement, in order to address operational challenges that were affecting productivity.
- In December 2012, modifications were completed at the Edmonton Terminal to allow for iso-octane to be loaded onto rail cars, with the first rail cars being loaded in 2013. The ability to rail product has mitigated some of the effects of apportionment on Trans Mountain Pipeline, the main transportation link to Keyera's large customers on the west coast, and has provided access to new markets in the Gulf Coast.
- In early 2014, Keyera secured access to capacity at Kinder Morgan's Galena Park rail, storage and marine facility on the Gulf Coast. This arrangement provides Keyera with increased flexibility to manage inventory to meet iso-octane demand from refiners and gasoline blenders in the Gulf Coast.

Liquids Business Unit - Marketing

The Marketing business is focused on the purchase and sale of products associated with Keyera's facilities, including NGLs, crude oil, iso-octane and sulphur. Keyera markets products acquired through processing arrangements, term supply agreements and other purchase transactions. This business utilizes Keyera's integrated network of processing, storage, pipeline, truck, rail and terminal facilities to source, transport and coordinate the timing and movement of such products.

NGLs are purchased by Keyera either as NGL mix or as specification propane, butane and condensate, normally under one-year contracts. Keyera has also entered into certain multi-year agreements. Depending on the terms of the agreements, NGL volumes can be purchased at the gas plant-gate, storage facilities, truck and rail terminals or in NGL gathering pipelines.

The NGL mix acquired by Keyera is fractionated into specification products at Keyera's facilities or, in some instances, at third party facilities. The main specification NGLs that Keyera markets are propane, butane and condensate. Propane is generally used for heating, butane is used as feedstock for the production of iso-octane and in gasoline blending, and condensate is largely used as a diluent to enable heavy crude oil to flow in pipelines. Specification NGLs may be temporarily stored or delivered immediately to end-use markets for resale. As demand for NGLs, particularly propane, tends to be seasonal, Keyera utilizes its storage capacity to manage seasonal market demands.

The acquisitions and growth initiatives that Keyera completed in the past several years in its Gathering and Processing and NGL Infrastructure businesses have contributed to the opportunities available to its Marketing business. In particular, the gas plant acquisitions, the development of the Alberta Diluent Terminal, the addition of ethane extraction capabilities at the Rimbey gas plant, the acquisition of AEF and the addition of NGL pipeline connections, have contributed to the diversification of Keyera's product offerings, sources of supply, customer base and geographic market options. As well, once the refurbishment of the recently acquired Hull Rail and Truck Terminal is completed, Keyera expects to be able to generate additional opportunities to access the Mt. Belvieu hub. In December 2013, KEI divested certain non-core assets including its wholesale propane terminals in New Mexico, Montana and Washington.

In total, Keyera marketed an average of 99,800 Bbls/d of NGLs and iso-octane in 2013 (compared to an average of 93,100 Bbls/d in 2012). Keyera monitors global and North American supply/demand and pricing trends, which informs its purchasing, sales and hedging strategies.

Keyera manages its supply and sales portfolio by monitoring its inventory position and its purchase and sale commitments, as well as by actively participating in other hub markets such as those in Mt. Belvieu and Conway. Nevertheless, the Marketing business is exposed to commodity price fluctuations arising between the time contracted volumes are purchased and the time they are sold, fluctuations in the margins between purchase prices and sales prices and other risks that affect price and supply/demand trends. Keyera manages a portion of its price risk by using financial contracts such as energy-related forward sales, price swaps, physical exchanges and options, and by timing performance and delivery obligations. Notwithstanding the strategies Keyera adopts in order to try to manage price and volume risk, Marketing margins for NGLs may vary significantly from period to period. There is also inherent risk in the use of financial contracts as a risk management tool, as these contracts cannot be perfectly matched to physical inventory and sales and there is no guarantee that the relationship between the products will be sustained. (See "Risk Factors and Risk Management Strategies - Financial Risks - Market Risk and Marketing Activities").

With the acquisition of AEF and related assets, Keyera now also markets iso-octane. One of the largest markets for iso-octane is California because of its more stringent emissions laws. Keyera markets iso-octane to refiners and gasoline blenders in California, Texas, British Columbia, and Alberta. A significant volume of shipments are transported on the Trans Mountain Pipeline to a Chevron facility in Burnaby, British Columbia where the impurities picked up during transportation are removed from the iso-octane. This iso-octane is then either sold locally or loaded onto a ship for transport to California markets. Keyera's ability to deliver the product to the west coast is therefore currently largely dependent on access to capacity on the Trans Mountain Pipeline and on its transportation and processing arrangements with Chevron. (See "Risk Factors and Risk Management Strategies – Operational Risks - Reliance on Principal Customers and Suppliers). As deliveries are reduced on the Trans Mountain Pipeline due to apportionment, Keyera has modified its rail loading facility at the Edmonton Terminal to handle iso-octane loading.

The rail loading facility has enabled deliveries of iso-octane to customers in the Gulf Coast and Keyera is continuing to explore opportunities with potential new customers who have access to rail offload capabilities for iso-octane. Keyera expects that the capacity it has secured at the Kinder Morgan Galena Park facility on the Gulf Coast will enhance its ability to expand this market. (See “Business of Keyera – Liquids Business Unit – NGL Infrastructure”)

Iso-octane margins are driven by the price of butane (the primary feedstock) and the premium of iso-octane over either RBOB (the gasoline market) or CARBOB (the California gasoline market). As a result, there can be significant variability in iso-octane margins. As with Keyera’s other marketing activities, there are strategies available to try to mitigate the risks associated with the commodity exposure, including the use of financial contracts. However, the success of such strategies is dependent upon, among other things, the sustainability of the relationship between products. (See “Risk Factors and Risk Management Strategies - Financial Risks - Market Risk and Marketing Activities”).

In its crude oil midstream activities, Keyera operates facilities at various locations in Alberta that allow it to process, transport and blend crude oil. A significant proportion of these activities are undertaken as joint ventures. These joint-venture activities are underpinned by multi-year contracts pursuant to which Keyera obtains access to various crude oil streams and is dependent on continuing access to these streams. (See “Risk Factors and Risk Management Strategies – Operational Risks - Reliance on Principal Customers and Suppliers” and “Risk Factors and Risk Management Strategies – Operational Risks - Reliance on Other Facilities”).

Crude oil midstream margins are earned by blending products of lower value into higher value product streams. These transactions are exposed to volatility in price differentials between various product streams. Keyera manages this risk exposure by trying to balance its purchases and sales and locking in margins. Notwithstanding Keyera’s management of price and quality risk, the Marketing segment’s margins for its crude oil midstream business can vary significantly from period to period. (See “Risk Factors and Risk Management Strategies – Financial Risks - Market Risk and Marketing Activities”).

OTHER INFORMATION RELATING TO KEYERA’S BUSINESS

Business Arrangements

Gathering and Processing Contracts

Most of Keyera's Gathering and Processing business is conducted on a fee-for-service basis. The fees can be calculated a number of ways, depending on the facility and the nature of the services being provided. Keyera’s gas handling agreements tend to be based on either a flow-through operating cost structure or a fixed fee structure. In flow-through cost structures, the fees are generally comprised of a capital component and a flow-through operating component. The capital component is generally a function of the replacement cost of capital invested in the facility, while the operating component is based on the customer’s *pro rata* share of the operating costs for the facility calculated based on total throughput. Keyera estimates that in 2013, approximately 70% (compared to 80% in 2012) of its total gathering and processing revenue was derived from gas handling agreements with flow-through operating cost structures. The balance of the revenue in the gathering and processing business was derived from fixed fee gas handling agreements and fees from other ancillary products and services.

Keyera’s gas handling agreements generally fall into one of two categories based on the type of service:

(a) *Interruptible-service contracts*: Under interruptible-service contracts, services are provided to the customer only if the facility has capacity after all firm-service contracts (or other contracts with higher priority) have been satisfied and Keyera elects to make capacity available to the customer. There are frequently different levels of interruptible-service that are offered. Each interruptible-service contract will specify the processing priority for that gas. While efforts are made to process each interruptible-service customer's gas production, when capacity is limited, the processing priority identified in the contract determines how the available capacity will be apportioned, with first preference going to firm-service contracts.

(b) *Firm service contracts*: Firm service contracts generally have the highest priority in the event of apportionment and are not subject to interruption by Keyera, except in circumstances beyond Keyera's

control. These contracts will frequently contain a dedication of reserves under which the producer agrees to deliver all gas produced from specified reserves to a facility.

These agreements may also be categorized according to the length of their term:

(a) *Evergreen contracts*: Evergreen contracts continue in force until terminated by either party by providing prior notice to the other party (generally between one and six months prior notice).

(b) *Long-term Contracts* – Keyera considers long-term contracts to be those that remain in force for a period of three years or more. In some instances, the term of these contracts is defined by the life of natural gas reserves dedicated to the facility.

In 2013, the majority of throughput at Keyera's gathering and processing facilities was handled under interruptible-service, evergreen contracts. With the recent trend in 2013 to higher utilization at certain facilities, producers are increasingly expressing an interest in longer-term firm service contracts.

NGL Infrastructure Contracts

Customers who utilize Keyera's NGL infrastructure for transportation, processing or storage of NGLs enter into service contracts with Keyera on a fee-for-service basis. Such contracts outline the services to be provided, the terms and conditions relating to the provision of such services and the associated fee structure. Typically, the term of NGL transportation, processing and storage contracts is one year; however, in recent years, Keyera has entered into several multi-year contracts, many of which underpin significant capital projects. (See "Risk Factors and Risk Management Strategies – Operational Risks – Reliance on Principal Customers and Suppliers").

Revenue Allocation

Fee revenues collected for services performed by a gas plant or NGL processing facility are generally allocated to facility owners in one of two ways:

(a) *Excess capacity method* —Facility owners receive a share of third party fee revenue based on their share of capacity of the facility that is in excess of their volume needs. Owners who are using more than their proportionate share of capacity generally pay an "owner over-usage fee" which is also allocated using the same method.

(b) *Working interests method* — All producers bringing production to or through the facility pay a fee. The total fee revenue collected at the facility is then allocated to the owners based on the ownership interest they hold in the facility.

Borrowing

Credit Facilities

Keyera has a $750 million unsecured revolving credit facility (with the potential to increase to $1 billion subject to certain conditions) with a syndicate of Canadian financial institutions and one foreign bank, led by the Royal Bank of Canada as the administrative agent (the "Credit Facility"). The Credit Facility is subject to two major financial covenants: "Debt to EBITDA" and "EBITDA to Interest Charges" ratios. The calculation for each ratio: (i) is based on specific definitions in the credit agreement, (ii) is not in accordance with GAAP, and (iii) cannot be readily replicated by referring to Keyera's financial statements. In December 2013, the Credit Facility was amended to (i) extend the term from December 13, 2016, to December 6, 2017, and (ii) increase the "Debt to EBITDA" financial covenant ratio (which includes a deduction for working capital surplus or addition of working capital deficit when calculating debt), from 3.5 times to 4 times. In addition, the Royal Bank of Canada has provided a $10 million unsecured revolving demand facility and the Toronto Dominion Bank has provided a further $25 million unsecured revolving demand facility. These facilities bear interest based on the lenders' rates for Canadian prime commercial loans, U.S. base rate loans, Libor loans or bankers' acceptances.

The following are the covenant ratios as calculated in accordance with the covenants as at December 31, 2013:

Covenant	Position as at December 31, 2013
Debt to EBITDA not to exceed 4.00	2.06
EBITDA to Interest Charges not less than 3.00	8.80

Long Term Debt

Keyera's long term debt structure consists of a number of long-term senior unsecured notes. On October 10, 2013, Keyera amended its uncommitted private shelf agreement with Prudential Capital Group (the "**Prushelf**"). Among other things, the amendment increased the amount that may be borrowed by Keyera from US$200 million to US$350 million of notes subject to certain conditions.

On October 10, 2013, Keyera completed a private placement of 12-year and 15-year senior unsecured notes pursuant to the Prushelf, in the principal amount of $200 million. As of December 31, 2013, $270 million (Canadian equivalent) had been drawn on the Prushelf, leaving approximately US$67 million available to be drawn, taking into account certain other long-term senior unsecured notes issued to Prudential which are deducted from the available capacity. On November 20, 2013, Keyera completed a private placement of 12-year and 15-year senior unsecured notes to a group of institutional investors in Canada and the U.S., in the principal amount of approximately $231 million (Canadian equivalent). As part of this private placement, there is an additional $75 million scheduled to close in April 2014 (subject to satisfaction of typical closing conditions.)

As of December 31, 2013, Keyera had $546 million and US$504 million of long-term senior unsecured notes outstanding (excluding the $75 million which is scheduled to close in April 2014, subject to satisfaction of closing conditions) as follows:

Notes		
Amount	**Interest Rate**	**Maturity Date**
$30 million	4.66%	September 2015
US$15 million	3.91%	September 2015
$35 million	7.87%	May 2016
US$50 million	8.40%	May 2016
$60 million	5.89%	December 2017
$70 million (PruShelf note)	5.01%	January 2019
US$3 million	3.42%	June 2019
$52 million	4.35%	June 2019
$2 million	5.68%	September 2020
US$103 million	5.14%	September 2020
$60 million	6.14%	December 2022
US$128 million	4.19%	June 2024
$17 million	4.91%	June 2024
$100 million (PruShelf note)	4.92%	October 2025
US$140 million	4.75%	November 2025
$20 million	5.05%	November 2025
$100 million (PruShelf note)	5.09%	October 2028
US$65 million	4.95%	November 2028

These notes are subject to three major financial covenants: "Consolidated Debt to Consolidated EBITDA", "Consolidated EBITDA to Consolidated Interest Charges" and "Priority Debt to Consolidated Total Assets". The calculations for each of these ratios are based on specified definitions. The following are the ratios calculated in accordance with the covenants as at December 31, 2013 for the Prushelf notes and the notes maturing in 2015, 2016, 2019, 2020, 2024, 2025, and 2028:

Covenant	Position as at December 31, 2013
Consolidated Debt to Consolidated EBITDA not to exceed 4.0	2.06
Consolidated EBITDA to Consolidated Interest Charges not less than 3.0	8.80
Priority Debt to Consolidated Total Assets not to exceed 15%	0%

The following are the ratios calculated in accordance with the covenants as at December 31, 2013 for the notes maturing in 2017 and 2022:

Covenant	Position as at December 31, 2013
Consolidated Debt to Consolidated EBITDA not to exceed 5.0	2.06
Consolidated EBITDA to Interest Charges not less than 2.0	8.80
Priority Debt to Consolidated Total Assets not to exceed 15%	0%

If Keyera is unable to comply with the covenants under its credit facilities and note agreements, its ability to declare and pay dividends will be affected. (See "Risk Factors and Risk Management Strategies – Financial Risks – Debt Matters"). Management expects that upon maturity of its credit facilities and debt arrangements, adequate replacements will be established.

Decommissioning, Abandonment and Reclamation Costs

Keyera incurs certain decommissioning, abandonment and reclamation costs each year in connection with the facilities component of its operations. These costs can include items such as groundwater remediation programs, soil remediation and removal of unutilized equipment, all of which help Keyera monitor and proactively manage its environmental liability. These costs are included as part of the operating expenses of the respective facilities where the work is undertaken and are recovered from customers as part of the operating fee charged where flow-through-operating-cost fee structures are in place. This treatment of current environmental costs does not, however, provide for recovery of end-of-life costs expected after a facility is permanently decommissioned. (See "Industry and Environmental Regulation" and "Risk Factors and Risk Management Strategies – Financial Risks – Environmental and Public Safety Considerations").

End-of-life costs are accounted for through Keyera's obligations. It is not possible to predict asset retirement obligation costs with certainty, since they will be a function of regulatory requirements and other factors in force and effect at the time of decommissioning, abandonment and reclamation. (See "Risk Factors and Risk Management Strategies – Financial Risks – Decommissioning, Abandonment and Reclamation Costs"). However, an estimate of expected cost based on environmental consulting reports and third-party assessments of end-of-life costs is reflected in the asset retirement obligation recorded in Keyera's financial statements filed on SEDAR at www.sedar.com. In determining its asset retirement obligation cost estimates, Keyera considers: (i) the cost of facility abandonment, including suspension and demolition costs, and (ii) environmental restoration, remediation and reclamation costs, in order to return the site to an equivalent surrounding land-use state. To support these estimates, Keyera has performed end-of-life reviews for its key assets and has completed certain site specific liability assessments in accordance with AER Directive D-001 – Requirements for Site-Specific Liability Assessments, AER's Liability Management Programs, and AER Directive D-024 – Large Facility Liability Management Program (the "**LFP**"). Keyera is required to update the AER assessments every five years and regularly evaluates and updates its other asset retirement obligations, a process that is overseen by the Health, Safety and Environment Committee of the Board of Directors.

Since 2009, Keyera has undertaken a number of specific liability reduction activities to decrease the abandonment and reclamation obligations associated with certain facilities. To assist in identifying priorities and projects, Keyera has developed a liability management system. In some circumstances, Keyera has been able to recover all or a portion of the costs associated with these activities through dedicated fees. Overall however, Keyera's 2013 estimate of its asset retirement obligations on a net dollar basis for existing facilities was $308.0 million compared to $365.4 million in 2012, largely due to the increase in the risk-free rate. (see "Risk Factors – Financial Risks – Decommissioning, Abandonment and Reclamation Costs").

Keyera's Alberta operations are also subject to several programs designed to mitigate the cost to the public of abandoning and reclaiming facilities under the jurisdiction of the AER, which is the successor to the ERCB. Pursuant to a program commonly referred to as the "Orphan Well Fund", holders of AER licenses for facilities that are not covered under the LFP, are required to pay an annual levy to assist in funding the clean-up of orphan facilities. At the Keyera facilities that are required to pay the levy, it is treated as an operating cost. In addition, the AER requires all licensees to complete prescribed monthly asset-to-liability ratio testing for all licensed facilities (other than pipelines). Licensees that do not pass the asset-to-liability ratio test are required to provide the AER with a deposit. Keyera has an asset-to-liability ratio greater than that required by the AER and has not been required to provide a deposit.

British Columbia implemented a Liability Management Rating program in 2010, similar to Alberta. The program currently excludes midstream operators, such as Keyera, which is similar to how the AER deployed its program. Keyera expects this program will not have a material impact to Keyera, even once fully implemented.

Keyera owns or has interests in a number of facilities that have been shutdown or suspended, including: the Greenstreet gas plant, the Chinchaga Gas Plant, the Cranberry Pipeline, the Penn West operated Medicine River Gas plant and the Judy Creek Pipeline.

Competition

The midstream oil and gas industry is highly competitive in all aspects, including the gathering, processing, storage, transportation, and marketing of NGL products. Each of Keyera's gas plants is subject to competition from other gas processing plants which are either in the same general vicinity or have gathering systems that are or could potentially extend into geographic regions served by Keyera's facilities. Keyera's pipelines, storage, terminals and NGL processing facilities are also subject to competition from other similar facilities in the Edmonton/Fort Saskatchewan region, as well as facilities located elsewhere in western Canada and the U.S. The Marketing business of Keyera competes directly with other marketing businesses and may also compete with businesses offering alternative fuel and feedstock sources. In the iso-octane marketing business, alkylate is the main alternative competitive product. Alkylate is produced by reacting otherwise low-value by-products with isobutene to produce a relatively high octane gasoline component. Most North American refineries have some alkylate production capabilities. (See "Risk Factors and Risk Management Strategies – Operational Risks - Competition").

Employees and Labour Relations

Keyera employs approximately 778 permanent employees in its operations. Approximately 54 employees employed by Keyera at the Rimbey gas plant are represented by Gas and Oil Union Local 504, approximately 48 employees employed by Keyera at the Strachan gas plant are represented by Gas and Oil Union Local 507, approximately 26 employees employed by Keyera at the Nevis gas plant are represented by Gas and Oil Union Local 506B, and approximately 20 employees employed by Keyera at the Minnehik Buck Lake gas plant are represented by Local 777, Unifor, the successor union resulting from the merger between the Communication, Energy and Paperworkers' Union of Canada and the Canadian Autoworkers Union completed on September 1, 2013. The Rimbey, Strachan and Nevis unions are separate bargaining units and are not associated with any national or international union. The current collective agreements for employees at the Strachan gas plant, the Rimbey gas plant, and the Nevis gas plant expire on December 31, 2015. The current collective agreement for employees at the Minnehik Buck Lake gas plant expires on April 30, 2016. To date, Keyera has never experienced a labour-related work stoppage at any of its facilities. (See "Risk Factors and Risk Management Strategies – Operational Risks – Employees and Contractors").

Foreign Markets and Operations

As part of its NGL and iso-octane marketing activities, Keyera markets NGLs and iso-octane in the United States. These marketing activities are conducted through Keyera's U.S. subsidiary, KEI. KEI, which has an office in

Houston, commenced operations in late 2005. In addition to marketing Keyera's NGL and iso-octane products in the United States, KEI also owns the Hull Rail and Truck Terminal which it is currently in the process of redeveloping. KEI has also entered into contractual arrangements providing it with terminalling and storage capacity at Mt. Belvieu and in Hutchinson, Kansas which is near Conway. Keyera's Canadian Marketing business can also be affected by trends in the United States due to the fact that commodity prices, including NGLs and iso-octane, in Canada are influenced by pricing and markets in the United States (See "Risk Factors and Risk Management Strategies – Operational Risks – Foreign Operations").

CODE OF BUSINESS CONDUCT

The Board of Directors has adopted a Code of Business Conduct (the "Code") which applies to all directors, officers, employees and certain contractors of Keyera. The Code, which was originally adopted by the Fund in 2005 and modified from time to time, was adopted by Keyera Corp. in connection with the Conversion. The Code of Business Conduct is available on SEDAR at www.sedar.com and on Keyera's website at www.keyera.com. Copies may also be obtained free of charge from Keyera's Investor Relations Department at Suite 600, 144 – 4th Avenue S.W., Calgary, Alberta T2P 3N4.

In support of the Code, Keyera has adopted business conduct policies covering various matters, including but not limited to ethics, disclosure, insider trading and conflicts of interest, and has adopted a number of specific procedures and guidelines to facilitate compliance with the Code and the various policies (collectively the "Conduct Policies"). Keyera's Insider Trading Procedure is an example of such a procedure. This procedure prescribes blackout periods and outlines the circumstances in which Keyera's directors, officers, employees and consultants will be restricted or prohibited from trading in securities of Keyera. In accordance with this procedure, directors, officers and certain other employees and consultants are required to notify and obtain the permission of the Chief Financial Officer before buying or selling any securities of Keyera. Another example is Keyera's Disclosure Procedures which are designed to facilitate broad, timely and informative dissemination of material information and to prevent selective disclosure, all in accordance with applicable securities rules and regulations. The Conduct Policies are reviewed annually and updated as necessary.

As part of its Conduct Policies, the Board of Directors has also established a whistleblower hotline, utilizing a third party service provider, to provide a forum for employees, officers, contractors and consultants who have reason to believe that something may have been done illegally or contrary to Keyera policy to report these concerns to a neutral third party on a confidential basis for investigation. Quarterly reports from the whistleblower hotline are provided to the Audit Committee.

New directors, officers, employees and certain contractors are required to receive an orientation about the Conduct Policies when they commence their engagement with Keyera. Keyera also requires employees, officers and certain contractors to periodically re-certify that they understand and have complied with the Conduct Policies.

CAPITAL STRUCTURE OF KEYERA CORP.

The rights, privileges and restrictions on the Common Shares and the Preferred shares are contained in the articles of Keyera Corp. which are available on SEDAR at www.sedar.com. An overview of the capital structure of Keyera Corp. is described below.

Common Shares

Pursuant to its articles, Keyera Corp. is authorized to issue an unlimited number of Common Shares. There were 79,186,639 Common Shares issued and outstanding as of December 31, 2013. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- Voting: Shareholders have the right to receive notice of, attend and vote at all shareholder meetings, except meetings of holders of another class of shares. Each Common Share is entitled to one vote.
- Dividends: Subject to the preferences accorded to holders of First Preferred Shares, the Second Preferred Shares and any other shares of Keyera Corp. ranking senior to the Common Shares from time to time, the Shareholders are entitled to receive dividends, if, as and when declared by the Board of Directors.
- Liquidation, Dissolution or Winding-Up: Subject to the preferences accorded to holders of First Preferred Shares and holders of Second Preferred Shares and any other shares of Keyera Corp. ranking senior to the

Common Shares from time to time, the Shareholders are entitled to share equally, share for share, in the remaining property of Keyera Corp. in the event of the voluntary or involuntary liquidation, dissolution or winding-up of the corporation.

Preferred Shares

On May 7, 2013, Shareholders approved a special resolution to amend to the articles of Keyera Corp. to create two new classes of Preferred Shares (one class referred to as the "First Preferred Shares" and the second class referred to as the "Second Preferred Shares"). The number of Preferred Shares that may be authorized and issued is restricted. Specifically, Preferred Shares of any class may not be issued if:

- the aggregate number of First Preferred Shares and Second Preferred Shares that would then be outstanding would exceed 50% of the aggregate number of Common Shares then outstanding; or
- the maximum aggregate number of common shares into which all of the First Preferred Shares and Second Preferred Shares then outstanding could be converted in accordance with their terms (regardless of any restrictions on the time of conversion and regardless of any conditions to the conversion) would exceed 20% of the aggregate number of Common Shares then outstanding; or
- the aggregate number of votes which the holders of all of the First Preferred Shares and the holders of all the Second Preferred Shares then outstanding would be entitled to cast (regardless of any conditions) at any meeting of shareholders (other than a meeting at which only holders of one or more of the classes or series of Preferred Shares are entitled to vote) would exceed 20% of the aggregate number of votes which the holders of all of the Common Shares then outstanding would be entitled to cast at any such meeting

Subject to the foregoing restrictions and to filing articles of amendment, the Board of Directors may issue Preferred Shares of either class in one or more series without par value and may, before such issuance, fix the designation, rights, privileges, restrictions and conditions attaching to each such series, including but not limited to: the amount (if any) specified as being payable preferentially to such series on the distribution of assets of Keyera Corp. in the event of the voluntary or involuntary liquidation, dissolution or winding-up of the corporation (as well as the extent of any further participation in such a distribution of assets); voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any. In accordance with Keyera's articles, Preferred Shares would be entitled to preference over Common Shares (and any other shares ranking junior to the Preferred Shares) with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of Keyera (whether voluntary or involuntary).

Convertible Debentures

Pursuant to the terms of the Debenture Indenture (available on Sedar at www.sedar.com), Keyera may issue an unlimited number of Debentures. Keyera has issued Debentures on two occasions: the First Debentures were issued on June 3, 2004 and matured on June 30, 2011; the Second Debentures were issued on December 1, 2008 and matured on December 31, 2013.

Holders of the Second Debentures had the option to convert the principal of their Second Debentures into Common Shares at any time prior to the close of business on December 31, 2013 at the price of $19.10 per Common Share, being a conversion rate of approximately 52.3560 Common Shares for each $1,000 principal amount of Second Debentures. The accrued and unpaid interest on the Second Debentures was paid in cash. Those holders who chose not to convert the principal of their Second Debentures were paid the principal amount of the Debenture, plus accrued and unpaid interest. The Second Debentures were delisted from the TSX at the close of markets on December 31, 2013. As of the date hereof there are no outstanding Debentures.

Shareholder Rights Plan

The Keyera Corp. Rights Plan was adopted effective January 1, 2011. Certain material features of the Rights Plan are described below. This summary does not purport to be exhaustive and readers are referred to the Rights Agreement between Keyera Corp. and Computershare for a complete description. The Rights Agreement is available on the Keyera website at www.keyera.com and on SEDAR at www.sedar.com.

Overview

The Rights Plan provides additional time to explore and develop alternatives for maximizing Shareholder value in the event a take-over bid is made for Keyera Corp. The additional time is meant to allow other potential bidders the opportunity to come forward with superior competing bids thereby increasing the likelihood that all Shareholders will receive fair consideration for their Common Shares and potentially providing a better return. The Rights Plan is also intended to provide every Shareholder with an equal opportunity to participate in such a bid. The Rights Plan encourages a potential acquiror to proceed either by way of a permitted bid, which requires the take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Board of Directors. Subject to certain exceptions, the Rights Plan applies to acquisitions of greater than 20% of the Common Shares, regardless of whether the acquisition is by public bid, private agreement or gradual accumulation. Shareholders must ratify the continued existence of the Rights Plan at or prior to the first annual meeting of Shareholders following the third anniversary of the date of the Rights Agreement. As the Rights Agreement is dated effective as of January 1, 2011, Shareholders will be asked to ratify the continued existence of the Rights Plan no later than the annual meeting of Shareholders to be held in 2014. If the Shareholders do not ratify the Rights Plan at that time, the Rights will be redeemed for the nominal redemption price of $0.00001 per right.

Operation of the Rights Plan

The Rights Plan provides a mechanism whereby the minimum expiry period for a take-over bid must be 60 days after the date of the bid and the bid must remain open for a further period of 10 business days after the acquiring person publicly announces that the Common Shares deposited or tendered and not withdrawn constitute more than 50% of the Common Shares outstanding held by independent Shareholders. On January 1, 2011, Keyera Corp. issued Rights to its Shareholders pursuant to the terms of the Rights Agreement. One Right is deemed to have been distributed for each Common Share and will automatically be transferred with that Common Share unless and until a flip-in event occurs. The Rights are not exercisable unless and until a flip-in event occurs. The issuance of the Rights does not change the manner in which Shareholders currently trade their Common Shares.

A flip-in event would occur if a person, company or other entity were to become an acquiring person, that is, a person, company or other entity acquired beneficial ownership of at least 20% of the Common Shares other than pursuant to certain exceptions such as a permitted bid or an exempt acquisition. If the person, company or other entity acquires Common Shares under a permitted bid or exempt acquisition or one of the other specified exceptions, they are not considered to be an acquiring person and no flip-in event occurs. If a person, company or other entity does become an acquiring person, each Right then entitles each holder (other than the acquiring person) to purchase Common Shares at a 50% discount. Each holder of a Right may then purchase that number of Common Shares having a fair market value at the relevant time equal to twice the exercise price of the Right, in effect, permitting Common Shares to be acquired at a 50% discount to the market price at the time of exercise.

The acquiring person is not permitted to exercise its Rights. The Rights Plan provides that the acquiring person's Rights become null and void when the flip-in event occurs. The Rights Plan also provides that the Board of Directors may either waive the Rights Plan or redeem the Rights at a minimal price in certain circumstances. The Rights Plan thereby encourages unsolicited bidders to either make a permitted bid or to approach the Board of Directors with their offer and attempt to convince the Board of Directors to either waive the flip-in event or to redeem the Rights. If the offer is coercive or inadequate, the Board of Directors can choose not to cooperate with the bidder and not to agree to waive the Rights Plan or redeem the Rights.

The Rights Plan is not intended to interfere with any future financing transactions that Keyera Corp. may wish to implement, including any future issuance of equity securities. The Rights will not affect reported earnings or cash flow per Common Share until and unless the Rights separate from the underlying Common Shares and become exercisable or until the exercise of the Rights. Keyera can continue to conduct its existing business in the ordinary course on the same terms as if the Rights Plan had not been implemented.

The adoption of the Rights Plan does not change the duty of the Board of Directors to act honestly and in good faith with a view to the best interests of Keyera Corp. In the event of a take-over bid or similar transaction, the Board of Directors will continue to have the right and responsibility to take such action and to make such recommendations to Shareholders as are considered necessary or appropriate.

Characteristics of the Rights Plan

The key characteristics of the Rights Plan are described below:

- Creation and Issue of Rights. The Rights Plan was created by Keyera Corp. entering into the Rights Agreement with Computershare. Pursuant to the Rights Agreement, Keyera Corp. issued one Right for each Common Share outstanding on January 1, 2011 and will issue one Right for each additional Common Share issued after January 1, 2011 but prior to the separation time or the expiry of the Rights. Certificates issued for Common Shares after the Rights Plan was approved (but prior to the close of business at the separation time or the expiry of the Rights), will include a legend evidencing the Rights; however, certificates representing Common Shares that were issued prior to approval of the Rights Plan do not require a legend to evidence the Rights.

- Term of Rights Plan. The Rights Plan will expire following the first annual meeting of Shareholders held after January 1, 2014, being the first annual meeting following the third anniversary of the effective date of the Rights Plan. If the Shareholders approve, it can be extended for another three years to the close of business on the date of Keyera Corp.'s annual meeting of Shareholders in 2017.

- Flip-in Event. When a person, company or other entity becomes an acquiring person, all Rights holders, other than the acquiring person, are entitled to purchase Common Shares of Keyera Corp. at a 50% discount to market price at the time of exercise.

- Acquiring Person. An acquiring person is a person, company or other entity who, at any time after the date of the Rights Agreement, is the beneficial owner of 20% or more of the outstanding Common Shares, subject to the following exemptions: a voting unit reduction (generally, a repurchase or redemption of Common Shares by Keyera Corp. which has the effect of increasing the person's or company's percentage ownership of Keyera Corp.); a permitted bid acquisition (an acquisition of Common Shares made pursuant to a permitted bid or competing permitted bid, both as defined in the Rights Plan); an exempt acquisition (an acquisition prior to the date of the Rights Plan or an acquisition in respect of which the Board of Directors has waived the application of the Rights Plan); and a *pro rata* acquisition (generally, the acquisition of Common Shares pursuant to a rights offering, public offering or private placement to the extent necessary to prevent dilution of the person's or company's shareholding).

- Beneficial Ownership, Exemptions for Portfolio Managers and Others, and Permitted Lock-up Agreements. In determining whether a person, company or other entity has become an acquiring person, all Common Shares over which the person, company or other entity has beneficial ownership must be included. A person, company or other entity is deemed to beneficially own any Common Shares which are owned by its associates or affiliates or by persons or companies "acting jointly or in concert" with such person, company or other entity for the purpose of acquiring Common Shares and any Common Shares which it has the right to vote or the right to acquire within 60 days. Specific exclusions clarify that portfolio managers, fund managers, trust companies, crown agents engaged in the management of investment funds and pension plan and registered plan administrators are not caught simply because they may have the right to vote Common Shares managed by them for others. In addition, Shareholders holding at least 20% of the outstanding Common Shares as of January 1, 2011 do not trigger a flip-in event as a result of their current holdings, but would become an acquiring person upon the acquisition of additional Common Shares amounting to more than 1% of the outstanding Common Shares. Keyera Corp. is not aware of any such 20% Shareholder.

  A person, company or other entity may also be considered to be the beneficial owner of Common Shares that are subject to a lock-up agreement with it, that is, an agreement under which a Shareholder agrees to tender its Common Shares to a bid (the "Lock-up Bid") made by that person, company or other entity; however, the person, company or other entity will not be deemed to be the beneficial owner of Common Shares subject to a lock-up agreement if the holder of such Common Shares has agreed to deposit or tender its Common Shares pursuant to a "permitted lock-up agreement". In order for a lock-up agreement to constitute a "permitted lock-up agreement", certain conditions must be met.

- Permitted Bids and Competing Permitted Bids. An offeror can avoid causing a flip-in event by making a permitted bid. A permitted bid must: be made by way of a take-over bid circular; be made to all Shareholders of record, other than the offeror, for all or a portion of the Common Shares outstanding and must be open for acceptance for 60 days; require a minimum deposit of more than 50% of the Common Shares held by independent Shareholders (i.e., generally, Shareholders who are not, or are not related to, the acquiring person); unless the take-over bid is withdrawn, allow the Common Shares to be deposited up to the close of business on the first date on which the deposited Common Shares are taken up or paid for; allow the Common Shares deposited pursuant to the take-over bid to be withdrawn until they are taken up and paid for; and if the minimum 50% of Common Shares are deposited, the offeror must make a public announcement of that fact and leave the take-over bid open for deposits of Common Shares for at least 10 business days after the announcement.

  An offeror can also avoid causing a flip-in event by making a competing permitted bid. A competing permitted bid is a permitted bid made after another permitted bid has been made and before that other permitted bid has expired; however, a competing permitted bid is only required to be left open for the later of (i) 35 days after the date of such bid and (ii) the earliest date on which the Common Shares may be taken up and paid for under the other permitted bid that is in existence.

- Redemption Rights and Waiver. An offeror can also avoid causing a flip-in event by negotiating with the Board of Directors and convincing them to allow a take-over bid that is not a permitted bid but is made fairly to all holders of Common Shares. In such circumstances, the Board of Directors can waive the flip-in event and deem the take-over bid to be an exempt acquisition such that the reduced exercise price does not come into effect. Any such waiver in respect of a particular take-over bid will also constitute a waiver of any other take-over bid made to all holders of Common Shares during the period when the first take-over bid is outstanding. The Board of Directors can also waive the flip-in event in certain other circumstances; for example, a person, company or other entity has inadvertently become an acquiring person and within a specified period of time reduces its shareholdings.

Further, the Rights Plan permits the Board of Directors to redeem (buy back and cancel) the Rights for a nominal price ($0.00001 per Right) in certain circumstances. The redemption right must generally be made for all and not less than all the Rights and must be made prior to the occurrence of a flip-in event.

- Separation Time. The Rights can become separated or unstapled from the Common Shares to which they are currently attached and then trade separately from the Common Shares. This separation time will generally only occur on the close of business on the 10th business day after the earlier of: (a) the first date of public disclosure of facts indicating that a person, company or other entity has become an acquiring person; (b) the date of commencement or first public announcement of a non-permitted take-over bid; or (c) the date on which a permitted bid ceases to qualify as a permitted bid. Until and unless the separation time occurs, the Rights will continue to be attached to and trade with the Common Shares.

- Exercise Price. The exercise price before the flip-in event is three times the current market value of the Common Shares from time to time. Before a flip-in event, a Rights holder would receive one Common Share upon the exercise of a Right, the effect of which is to render the Rights of little or no value at the time of issue. After the flip-in event, all Rights holders, other than the acquiring person, would be entitled to purchase Common Shares at a 50% discount to the market value, effectively entitling the Rights holders to acquire six Common Shares upon the exercise of each Right. The Exercise Price and the number of Rights are subject to adjustment from time to time upon the occurrence of certain events, including a subdivision or consolidation of the Common Shares, the declaration of a dividend payable through the issuance of certain securities or the issuance of certain securities in exchange for or in lieu of Common Shares.

- Trading of Rights. Until the separation time, the Rights will be evidenced by the outstanding certificates for Common Shares and the Rights may be transferred with, and only with, the Common Shares. Until and unless the separation time occurs (or earlier termination or expiration of the Rights), the surrender for transfer of a certificate representing Common Shares will also constitute the transfer of the Rights associated with the Common Shares represented by the certificate. If the separation time occurs, then,

as soon as practicable following the separation time, separate certificates evidencing the Rights ("Rights Certificates") will be mailed to holders of record of Common Shares as of the close of business at the "separation time" and the separate Rights Certificates will thereafter evidence the Rights.

- Deemed Redemption. The Rights Plan provides that, in the event a person, company or other entity acquires Common Shares pursuant to a permitted bid or an exempt acquisition, the Rights are no longer valid and are deemed to have been redeemed by the Board of Directors.

DIVIDENDS

Keyera Corp.'s general practice is to pay monthly cash dividends on the Common Shares from its distributable cash flow on the closest business day to the 15th of each calendar month to Shareholders of record as of the declaration date which is usually 20 to 26 days prior to the payment date.

Keyera Corp.'s dividend policy is intended to provide Shareholders with relatively stable and predictable monthly dividends, while retaining a portion of cash flow to fund maintenance capital and ongoing growth projects. The amount of dividends to be paid on the Common Shares, if any, is subject to the discretion of the Board of Directors and may vary depending on a variety of factors.

In determining the level of dividends to be declared each month, the Board of Directors takes into consideration such factors as current and expected future levels of distributable cash flow (including income tax), capital expenditures, borrowings and debt repayments, changes in working capital requirements and other factors. Changes in non-cash working capital are primarily the result of seasonal fluctuations in product inventories or other temporary changes and are generally funded with short-term debt. These changes in non-cash working capital are therefore excluded in the determination of distributable cash flow. In 2013, the Board of Directors increased the dividend from $0.18 to $0.20 per Common Share. This increase was effective for the August 2013 dividend paid on September 16, 2013.

Over the long-term, Keyera Corp. expects to continue to pay dividends from its distributable cash flow; however, credit facilities may be used to stabilize dividends from time to time. Growth capital expenditures will be funded from retained operating cash flow and proceeds from additional debt or equity, as required. Although Keyera Corp. intends to continue to make regular monthly dividends to Shareholders, dividends are not guaranteed. (See "Risk Factors and Risk Management Strategies – Financial Risks").

Dividend History

The following table sets forth Keyera Corp.'s dividend history in 2013:

Payment Date	Dividend per Common Share
January 15, 2013	$0.18
February 15, 2013	$0.18
March 15, 2013	$0.18
April 15, 2013	$0.18
May 15, 2013	$0.18
June 17, 2013	$0.18
July 15, 2013	$0.18
August 15, 2013	$0.18
September 16, 2013	$0.20
October 15, 2013	$0.20
November 15, 2013	$0.20
December 16, 2013	$0.20

Premium Dividend™ and Dividend Reinvestment Plan

Keyera's Premium Dividend™ and Dividend Reinvestment Plan (the "Plan") consists of two components:

- The basic Dividend Reinvestment Plan (the "DRIP") allows eligible Shareholders to direct that their dividends be reinvested in additional Common Shares issued from treasury at a 3% discount to the Average Market Price (as defined in the Plan) on the applicable dividend payment date.

- The Premium Dividend™ was suspended by Keyera in 2010. When operational, the Premium Dividend™ provides eligible Shareholders the opportunity to elect to have their dividends reinvested in additional Common Shares at a 5% discount to the Average Market Price and delivered to Canaccord Genuity Corporation in exchange for a premium cash payment equal to 102% of the regular declared cash dividend. Should Keyera decide to reinstate the Premium Dividend™ in the future, it will make a public announcement via news release.

Participation in the Plan is completely voluntary and is only open to eligible Shareholders. Eligibility to participate in the Plan depends upon certain Shareholder residency criteria. Shareholders who do not enroll in the Plan continue to receive their regular dividends. Keyera Corp. reserves the right to limit the amount of new equity available under the Plan on any particular dividend date. Accordingly, participation may be prorated in certain circumstances. In the event of proration, or if for any other reason all or a portion of the dividends cannot be reinvested under the Plan, Shareholders enrolled in the Plan will receive the regular declared dividend on each Common Share for which the dividend was payable but could not be reinvested.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed for trading on the TSX under the symbol "KEY". The following table sets forth the high and low sales prices and volumes for the Common Shares traded on the TSX during 2013.

Calendar Period	Price per Share		Share Trading
	High (Close)	Low (Close)	Volume
2013			
January	$51.90	$49.30	3,946,929
February	$54.45	$50.95	3,318,140
March	$57.09	$54.20	3,423,848
April	$62.93	$56.33	4,965,589
May	$63.88	$59.58	11,118,842
June	$61.37	$55.08	7,103,953
July	$59.70	$56.00	4,138,149
August	$59.84	$55.58	3,853,934
September	$59.51	$56.66	3,253,176
October	$61.70	$56.83	3,576,036
November	$62.59	$59.50	4,181,077
December	$63.93	$61.46	2,715,668

The Second Debentures, which were listed on the TSX under the symbol KEY.DB.A, matured on December 31, 2013. The following table sets forth the high and low sales prices per debenture and trading volumes for the Second Debentures on the TSX for the period indicated.

Calendar Period	Price per $100 Principal Amount of Second Debenture		Second Debenture Trading Volume (per $100 Principal
	High (Close)	Low (Close)	Amount)
2013			
January	$274.14	$256.78	3,410
February	$281.47	$267.01	2,260
March	$293.95	$275.00	570
April	$320.00	$299.00	2,300
May	$326.00	$311.00	1,608
June	$320.54	$296.62	2,890
July	$310.00	$295.00	770
August	$311.87	$288.11	1,580
September	$312.50	$295.01	1,590
October	$322.00	$297.37	2,070
November	$325.00	$299.02	5,920
December	$332.00	$320.00	5,917

Prior Sales

During 2013, Keyera issued a total of 1,524,092 Common Shares as follows:

Description and Date	Number of Common Shares Issued	Price/Share
Conversion of the Second Debentures between January 1, 2013 and December 31, 2013	583,655	$19.10
Premium Dividend™ and Dividend Reinvestment Plan[1]		
January 15, 2013	88,705	$47.9618
February 15, 2013	81,857	$50.0735
March 15, 2013	79,394	$53.1206
April 15, 2013	75,080	$55.3766
May 15, 2013	72,994	$59.6704
June 17, 2013	72,825	$57.7753
July 15, 2013	76,887	$55.5775
August 15, 2013	70,335	$55.7309
September 16, 2013	81,526	$55.0137
October 15, 2013	82,114	$56.4914
November 15, 2013	77,995	$59.0511
December 16, 2013	80,725	$60.0772

Note:

1. All Common Shares were issued pursuant to the Dividend Reinvestment component of the Plan. No Common Shares were issued pursuant to the Premium Dividend™ component of the Plan which was suspended in April 2010. (See "Dividends – Premium Dividend™ and Dividend Reinvestment Plan").

DIRECTORS AND OFFICERS OF KEYERA CORP.

Directors of Keyera Corp.

In accordance with its articles, Keyera Corp. must have a minimum of three directors and may have a maximum of twelve directors. In 2013, the Board of Directors determined that nine was an appropriate number of directors. At the Annual Meeting held on May 7, 2013, the following directors were elected: James Bertram, Robert Catell, Michael Davies, Douglas Haughey, Nancy Laird, Donald Nelson, Michael Norris, Neil Nichols and William Stedman. On January 6, 2014, the Board of Directors appointed Thomas O'Connor to serve as director until the next annual meeting. The names, municipalities of residence, principal occupations for the five most recently completed financial years and committee membership of the directors of Keyera Corp. as of the date hereof are set out below:

Name, Residence, Principal Occupation, Period of Service as a Director, Other Issuers of which the Director is a Director	Position on Committees of the Board of Directors
James V. Bertram Calgary, Alberta, Canada Mr. Bertram has been a director since March 28, 2003 and is the Chief Executive Officer of Keyera Corp. Mr. Bertram has been the Chief Executive Officer of Keyera since 1998 and was previously employed at Gulf Canada as Vice President – Marketing for worldwide operations. Prior to joining Gulf Canada, he was Vice President – Marketing of Amerada Hess Canada Ltd. Mr. Bertram is a director of Legacy Oil & Gas Inc. (formerly Glamis Resources Ltd.).	Mr. Bertram is: • Not Independent • Not a member of any Committees
Robert B. Catell New York, New York, U.S.A. Mr. Catell has been a director since April 2, 2003. He is the Chairman of the Advanced Energy Research and Technology Center of Stonybrook University. From 2007 through 2009, Mr. Catell was the Executive Director and Deputy Chairman of National Grid plc. Prior to this, he was Chairman and Chief Executive Officer of KeySpan Corporation, as well as Chairman and Chief Executive Officer of KeySpan Energy Delivery, formerly Brooklyn Union Gas. In addition, Mr. Catell was Chairman of several KeySpan affiliates and subsidiaries. He is past Chairman of the American Gas Association and is a Vice-Chairman of the National Petroleum Council's Natural Gas Committee.	Mr. Catell is: • Independent • Chairman of the Board • Not a member of any Committees

Name, Residence, Principal Occupation, Period of Service as a Director, Other Issuers of which the Director is a Director	Position on Committees of the Board of Directors
Michael B.C. Davies Banff, Alberta, Canada Mr. Davies has been a director since April 2, 2003. Mr. Davies is Principal of Davies & Co. Previously, Mr. Davies headed RBC Dominion Securities' M&A Group from its formation in 1986 to 1996 and from 1996 to 2002 acted as the firm's senior M&A advisor. Prior to that, he spent a number of years in the securities industry as a member of the Energy Group of Morgan Stanley in New York and held the position of Vice-President and Chief Financial Officer of Polar Gas Project, an Arctic natural gas pipeline mega project. Mr. Davies also sits on a number of private boards.	Mr. Davies is: • Independent • Member of the Audit Committee
Douglas Haughey Calgary, Alberta, Canada Mr. Haughey has been a director since May 7, 2013. Mr. Haughey has more than 35 years of experience in the energy industry. Most recently he was CEO of Churchill Corporation, a position he held from August 2012 through May 2013. He was President and CEO and a director of Provident Energy Ltd. from April 2010 to April 2012. He also held various senior executive positions with Spectra Energy Corp. and its predecessor companies from 1999 to 2008, including the President & CEO of Spectra Energy Income Fund and President of Spectra's western Canadian natural gas midstream infrastructure and logistics business. Mr. Haughey is also a director of Fortis Inc.	Mr. Haughey is: • Independent • Member of the Compensation and Governance Committee
Nancy M. Laird Calgary, Alberta, Canada Ms. Laird has been a director since April 2, 2003. Ms. Laird is a corporate director with more than 22 years of experience in the energy industry. From 1997 until 2002 she was Senior Vice President, Marketing and Midstream for Encana Corporation (and its predecessor, PanCanadian Energy Corporation). Previously, Ms. Laird was President of NrG Information Services Inc., a joint venture initiative involving four of North America's leading natural gas pipeline companies. Ms. Laird is currently a director of AlterNrg Corp. and Synodon Inc. and sits on the board of several private companies and non-profit organizations. She is a member of the Institute of Corporate Directors.	Ms. Laird is: • Independent • Chair of the Compensation and Governance Committee • Member of the Health, Safety and Environment Committee
Donald J. Nelson Calgary, Alberta, Canada Mr. Nelson has been a director since May 14, 2008. Mr. Nelson is a professional engineer with over 36 years of oil and gas experience. He is President of Fairway Resources Inc., a private company providing consulting services to the oil and gas industry. He was a director of the general partner of Taylor NGL Limited Partnership from 2003 to 2008, holding the office of Chairman of the Board of Directors from 2004 to 2008. From 1996 to 2002, he was with Summit Resources Limited holding the positions of President and CEO (1998 to 2002) and Vice President, Operations (1996 to 1998). Mr. Nelson is a director of Perpetual Energy Inc. and Enerplus Corporation, both publicly-traded issuers in the oil and gas industry. He also sits on the boards of a number of private companies.	Mr. Nelson is: • Independent • Member of the Health, Safety and Environment Committee • Member of the Audit Committee
Michael Norris Calgary, Alberta, Canada Mr. Norris has been a director since May 7, 2013. Mr. Norris was Deputy Chair of RBC Capital Markets from 2003 through 2012. Prior to his appointment as Deputy Chair, Mr. Norris, held numerous positions with RBC Capital Markets, including Head of the Energy Practice from 1992 through 1998 and Head of Global Investment Banking from 1998 through 2003. Prior to RBC, Mr. Norris held roles at Mobil Oil and Gulf Canada Resources. Mr. Norris currently sits on the boards of a number of private companies and non-profit organizations.	Mr. Norris is: • Independent • Member of the Audit Committee
Thomas O'Connor Evergreen, Colorado, USA Mr. O'Connor has been a director since January 6, 2014. He was the Chairman and Chief Executive Officer of DCP Midstream LLC and Chairman of DCP Midstream Partners LP. Prior to that he held executive positions at Duke Energy Corp., including CEO of Duke Energy Gas Transmission. Mr. O'Connor also sits on the board of Tesoro Logistics (TLLP) and QEP Resources Inc.	Mr. O'Connor is: • Independent • Not a member of any Committees

Name, Residence, Principal Occupation, Period of Service as a Director, Other Issuers of which the Director is a Director	Position on Committees of the Board of Directors
H. Neil Nichols Smiths Cove, Nova Scotia, Canada Mr. Nichols has been a director since April 2, 2003. He was President of KeySpan Energy Development Corp. from 1997 to 2004 and Senior Vice President of KeySpan Corporation from December 1998 to December 2004. Prior to joining KeySpan, Mr. Nichols was an owner and President of Corrosion Interventions, Ltd. and was Chief Financial Officer and Executive Vice President of Trans Canada PipeLines Limited.	Mr. Nichols is: • Independent • Chair of the Audit Committee • Member of the Compensation and Governance Committee
William R. Stedman Calgary, Alberta, Canada Mr. Stedman has been a director since April 2, 2003. Since 2001, Mr. Stedman has been Chairman and Chief Executive Officer of ENTx Capital Corporation, a private holding company specializing in the electric power industry. Previously, he was President and Chief Executive officer of Pembina Pipeline Corporation, the operating company of Pembina Pipeline Income Fund. Mr. Stedman also sits on the boards of a number of private companies, as well as the Alberta Balancing Pool.	Mr. Stedman is: • Independent • Chair of the Health, Safety and Environment Committee • Member of the Compensation and Governance Committee

In accordance with the articles of Keyera Corp., directors are to be elected annually by the Shareholders. Between annual meetings, the Board of Directors has the authority to appoint one or more additional directors to serve until the next annual meeting provided that the number of directors so appointed does not exceed 1/3 of the number of directors holding office at the expiration of the last annual meeting.

Committees of the Board of Directors

Subject to applicable law, the Board of Directors may establish and delegate powers, duties and responsibilities to committees. The Board of Directors has established three committees: Audit Committee; Compensation and Governance Committee; and Health, Safety and Environment Committee. The written terms of reference for each committee are updated from time to time as required and are available on the Keyera website at www.keyera.com.

Audit Committee - The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to, among other things:

- the audit of Keyera's financial statements on a consolidated basis,
- the relationship between Keyera and the external auditor, including the policies, procedures and approvals with respect to any non-audit services that may be provided by the external auditor;
- Keyera's dividend policy, financial structure and financing strategy;
- Keyera's disclosure controls, internal controls and accounting procedures; and
- Keyera's financial risk assessment and management programs.

Compensation and Governance Committee - The purpose of the Compensation and Governance Committee is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to, among other things the:

- compensation of directors and officers of Keyera;
- quality and effectiveness of Keyera's governance practices and policies; and
- identification and recommendation of nominees for election or appointment to the Board of Directors.

Health, Safety and Environment Committee - The purpose of the Health, Safety and Environment Committee is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to, among other things the:

- review, monitoring, and assessment of Keyera's health, safety and environmental policies, practices and procedures;
- implementation of Keyera's health, safety and environmental policies, practices and procedures in light of regulatory requirements and industry standards;
- review of Keyera's integrity management systems;
- review of Keyera's asset retirement obligations; and
- materiality of reserves acquired by Keyera, and any reserves reporting requirements that may arise.

Conflicts of Interest

Circumstances may arise where members of the Board of Directors serve as directors or officers of corporations which are suppliers or customers of Keyera. No assurances can be given that such circumstances will not give rise to a conflict of interest. Keyera's Code of Business Conduct requires that any conflicts of interest be dealt with in accordance with the requirements of its Conflict of Interest Policy and applicable laws.

Share Ownership by Directors and Executive Officers

As at December 31, 2013, the directors and executive officers of Keyera Corp., as a group beneficially owned or exercised control or direction over 978,500 Common Shares representing approximately 1% of the Common Shares issued and outstanding as at December 31, 2013.

Cease Trade Orders, Bankruptcies, Fines or Sanctions

To Keyera Corp.'s knowledge, based on information supplied by the directors and executive officers, no director or executive officer has, within the 10 years preceding the date of this AIF, (i) become bankrupt, made a proposal under legislation relating to bankruptcy or insolvency or become subject to any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such nominee, or (ii) been a director or executive officer of any company or other entity that, while the nominee was acting in that capacity (or within a year of 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, save and except for Mr. William Stedman who was a director of Efficient Energy Resources Ltd., a private company, when it declared bankruptcy in 2005. Further, to the knowledge of Keyera Corp., and based upon information provided to it by the directors and executive officers, no director or executive officer has, within the 10 years preceding the date of this AIF, been a director, chief executive officer or chief financial officer of a company that, during the time the director or executive officer was acting in such capacity or as a result of events that occurred while the director or executive officer was acting in such capacity, was subject to a 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 laws that was in effect for a period of more than 30 consecutive days.

Officers of Keyera Corp.

The name, municipality of residence, position held and principal occupations for the five most recently completed financial years of the officers of Keyera Corp. are set out below:

Name and Municipality of Residence	Position with the Keyera Corp.	Principal Occupation
Robert B. Catell New York, New York, USA	Independent Chairman of the Board	Chairman, Advanced Energy Research and Technology Center of Stonybrook University, since 2009; Executive Director and Deputy Chairman of National Grid plc from 2007 to 2009.
James V. Bertram Calgary, Alberta	Chief Executive Officer	Chief Executive Officer, Keyera, since May 2011; Chief Executive Officer and President, Keyera, prior thereto.
David G. Smith Calgary, Alberta	President and Chief Operating Officer	President and Chief Operating Officer, Keyera, since May 2011; Executive Vice President, Liquids Business Unit, Keyera, from November 2008 to May 2011; Executive Vice President and Chief Financial Officer, Keyera, prior thereto.
Steven B. Kroeker Calgary, Alberta	Vice President, Chief Financial Officer	Vice President and Chief Financial Officer, Keyera, since November 2012; Vice President, Corporate Development, Keyera, prior thereto.
Bradley W. Lock Calgary, Alberta	Senior Vice President, Gathering and Processing Business Unit	Senior Vice President, Gathering and Processing, Keyera, since July 2013; Senior Vice President, Liquids Business Unit, Keyera, from March 2012 to July 2013; Senior Vice President, North Central Region, Keyera, since June 2011; Vice President, North Central Region, Keyera prior thereto.
Graham Balzun Calgary, Alberta	Vice President, Engineering and Corporate Responsibility	Vice President, Engineering and Corporate Responsibility, Keyera, since March 2008; Director, Operations, Keyera prior thereto.

Name and Municipality of Residence	Position with the Keyera Corp.	Principal Occupation
John Cobb Calgary, Alberta	Vice President, Investor Relations and Information Technology	Vice President, Investor Relations and Information Technology, Keyera, since August 2012; Director, Investor Relations and Information Technology, Keyera, prior thereto.
Mike Freeman Calgary, Alberta	Vice President, Commercial	Vice President, Commercial, Keyera, since May 2010; General Manager, Marketing, Keyera, prior thereto.
Suzanne Hathaway Calgary, Alberta	Vice President, General Counsel and Corporate Secretary	Vice President, General Counsel and Corporate Secretary, Keyera, since February 2012; General Counsel and Corporate Secretary, Keyera, from May 2011 to February 2012; General Counsel, Keyera, from May 2009 to May 2011; Corporate Counsel, Keyera, prior thereto.
Jim Hunter Calgary, Alberta	Vice President, NGL Facilities	Vice President, NGL Facilities, Keyera, since May 2010; General Manager, NGL Infrastructure, Keyera, prior thereto.
Dion Kostiuk Calgary, Alberta	Vice President, Human Resources and Corporate Services	Vice President, Human Resources and Corporate Services, Keyera, since February 2013; Director, Human Resources and Corporate Services, Keyera, prior thereto.
Eileen Marikar Calgary, Alberta	Vice President, Controller	Vice President, Controller, Keyera, since February 2014; Controller, Keyera, April 2012 - Feb 2014; Director of Accounting, Keyera, from April 2010 to March 2012; Manager Financial Reporting, Keyera, from June 2005 to 2010.
Brian Martin Calgary, Alberta	Vice President, Business Development, NGL Facilities	Vice President, Business Development, NGL Facilities since July, 2013; Director, NGL Infrastructure, Keyera prior thereto.

Note: Marzio Isotti of Calgary, Alberta retired effective December 31, 2013. Mr. Isotti held the position of Senior Vice President, Corporate Projects from July 2013 to December 2013; Senior Vice President, Gathering and Processing Business Unit, Keyera, from March 2012 to July 2013; Senior Vice President, Foothills Region, Keyera, from June 2011 to March 2012; Vice President, Foothills Region, Keyera, prior thereto.

AUDIT COMMITTEE INFORMATION

Audit Committee Members and Terms of Reference

The Audit Committee is appointed annually by the Board of Directors. The responsibilities and duties of the Audit Committee are set forth in the Audit Committee Terms of Reference attached hereto as Schedule A. The Audit Committee consists of five members, each of whom is independent and financially literate as defined by Multilateral Instrument 52-110 *Audit Committees*. The following table sets out the relevant education and experience of the members of the Audit Committee:

NAME	RELEVANT EDUCATION AND EXPERIENCE
Neil Nichols • Independent • Financially Literate	Mr. Nichols is a member of the Society of Management Accountants of Canada. He is a corporate director and management consultant specializing in natural gas infrastructure and delivery systems. He was President of KeySpan Energy Development Corporation and was owner and President of Corrosion Interventions, Ltd. He was also Chief Financial Officer and Executive Vice President of TransCanada Pipelines. Mr. Nichols has significant experience in accounting and financial issues, as well as disclosure and internal control issues.
Michael Davies • Independent • Financially Literate	Mr. Davies holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of British Columbia. He is also a Chartered Business Valuator. Through his current role as Principal of Davies & Co. and his past experience (including his roles as head of RBC Dominion Securities' M&A Group, as a member of the Energy Group of Morgan Stanley in New York and as Vice-President and Chief Financial Officer of the Polar Gas Project), Mr. Davies has a breadth of understanding of financial and accounting issues, as well as disclosure and internal control procedures.

NAME	RELEVANT EDUCATION AND EXPERIENCE
Donald Nelson • Independent • Financially Literate	Mr. Nelson holds a Bachelor of Science (Honours) in Mathematics and is a member of APEGGA and the Society of Petroleum Engineers. He is President of Fairway Resources Inc., a private firm providing consulting services to the oil and gas industry and is a professional engineer with over 36 years of oil and gas experience, including corporate management, engineering and operations. Previously Mr. Nelson held the position of President and CEO (1998 – 2002) with Summit Resources Limited a mid-sized, public, energy company with responsibility for all facets of the company including financial. Mr. Nelson serves as a director on various public and private company boards and has an extensive knowledge of financial and accounting issues, as well as disclosure and internal control procedures.
Michael Norris • Independent • Financially Literate	Mr. Norris holds a Bachelor of Engineering from Queens University and Master of Business Administration from the Richard Ivey School of Business, Western University. Mr. Norris was Deputy Chair of RBC Capital Markets from 2003 through 2012. Prior to his appointment as Deputy Chair, Mr. Norris held numerous positions with RBC Capital Markets, including Head of the Energy Practice from 1992 through 1998 and Head of Global Investment Banking from 1998 through 2003. Prior to RBC, Mr. Norris held roles at Mobil Oil and Gulf Canada Resources. Mr. Norris currently sits on the boards of a number of private companies and non-profit organizations and has an extensive knowledge of financial and accounting issues, as well as disclosure and internal control procedures.

Principal Accountant Fees and Services

In 2012 and 2013, fees billed for audit, audit-related, tax and other services provided to Keyera by Deloitte LLP were as follows:

Year Ended December 31	2013	2012
Audit Fees	$453,145	$473,728
Audit Related Fees	$150,321	$143,393
Tax Fees	$44,255	$71,554
Other Fees	$17,374	$11,936
Total	**$665,094**	**$700,611**

A description of the nature of the services provided under each category is as follows:

- Audit Fees: Fees for the annual audit and quarterly review of Keyera financial statements and for audit services related to ongoing regulatory filings.
- Audit Related Fees: Fees for review and translation services related to non-routine regulatory filings such as prospectuses.
- Tax Fees: Fees for advice and assistance in preparing income tax returns and transfer pricing documentation for KEI and advice related to income tax and commodity taxes.
- Other Fees: Fees for products and services provided by Keyera's auditors other than those described as "Audit Fees", "Audit Related Fees" and "Tax Fees".

Pre-Approval Policies

Pursuant to the Terms of Reference of the Audit Committee, the Audit Committee approves all audit plans and pre-approves significant non-audit engagements of the external auditors, including reviewing the fees paid for such engagements. The Audit Committee has delegated the responsibility for approving certain non-audit services to the Chair of the Audit Committee. All audit and non-audit services provided to Keyera for the year ended December 31, 2013 that were required to be pre-approved were pre-approved in accordance with the policies and Terms of Reference of the Audit Committee.

INDUSTRY AND ENVIRONMENTAL REGULATION

General Regulatory Context

Keyera is subject to a range of laws, regulations and requirements imposed by various levels of government and regulatory bodies in the jurisdictions in which it operates. While these legal controls and regulations affect all dimensions of Keyera's activities, including but not limited to, the operation of pipelines and facilities, construction activities, emergency response, operational safety and environmental procedures, Keyera does not believe that they impact its operations in a manner materially different from other comparable businesses operating in those jurisdictions.

Because the majority of Keyera's operations and facilities are located in Alberta, this section focuses on the Alberta regulatory regime. However, Keyera also operates one gas plant in British Columbia, owns the Hull Rail and Truck Terminal in the United States, and ships products to customers across Canada and the U.S. Each of these jurisdictions has its own regulatory and environmental regimes.

Alberta Energy Regulatory Framework

In December 2012, the Alberta Government passed *The Responsible Energy Development Act* ("REDA") which established the framework to consolidate a number of energy sector regulatory responsibilities (including those of the Energy Resources Conservation Board and ESRD) under a single regulatory agency called the Alberta Energy Regulator ("AER"). The first two phases in the transition to the AER were completed in 2013, including: (1) the launch of the AER and its new governance model, which occurred on June 17, 2013; and (2) the changes to public land and geophysical jurisdiction, the establishment of a new landowner agreement registry, and the new rules and processes for public engagement and participation, which were implemented on November 30, 2013. The final phase of the transition is expected to be completed in mid-2014 and will involve the transfer of environmental and water authorizations and related functions to the AER.

As part of the comprehensive regulatory review that led to the formation of the AER, the Government of Alberta has also established the Policy Management Office (the "PMO") with a mandate to help develop and coordinate Alberta's energy-related policies. The PMO is responsible for providing policy guidance to the AER, including with respect to public consultation processes, policy assurance, risk management and performance measurement frameworks.

On November 1, 2013, the Alberta government established the Aboriginal Consultation Office (the "ACO") and merged some of the services provided by the Stewardship Branch of Environment and Sustainable Resource Development (ESRD) in order to manage all aspects of consultation between First Nations and stakeholders. While an internal re-organization is undertaken, and until the ACO is fully established, applications will continue to be processed under the Government of Alberta's First Nations Consultation Policy on Land Management and Resource Development, 2005 and the Guidelines adopted in 2006 and amended in 2007.

Keyera continues to monitor developments with respect to the integration of these regulatory functions, as well as changes in laws and regulations. To date, the transition to the AER has contributed to an increase in processing times for applications with the AER and ESRD, as well as some uncertainty around the interpretation of certain new rules.

Transportation of Dangerous Goods

Petroleum products, including NGLs, crude oil, and iso-octane are subject to regulation under the transportation of dangerous goods ("TDG") legislation in Canada and the United States. Because Keyera ships these products to various locations across North America, it is required to comply with TDG laws in each of these jurisdictions. While Keyera has always moved petroleum products by rail and truck, in recent years the number of shipments and volume of product shipped by rail and truck has continued to increase. Keyera has a fleet of approximately 1500 rail cars under lease, plus it also loads third party rail cars at its facilities. Keyera does not own or lease any trucks, but it does have truck loading racks at a number of its facilities and also contracts with other companies to provide trucking services.

Under transportation of dangerous goods laws, Keyera may, in certain circumstances, be considered a consignor of the petroleum products that it ships or that are shipped on its behalf. As a consignor, Keyera is

responsible for determining the classification of the product and ensuring that each railcar is properly loaded, labelled and placarded. In January, 2014, the Government of Canada proposed new *Regulations Amending the Transportation of Dangerous Goods Regulations* requiring consignors of petroleum products being transported by rail or truck to (a) keep records of their classification of the petroleum products and the sampling methods used to determine that classification, and (b) provide a certification with the shipping documents that the petroleum product has been properly classified. The Government of Canada has indicated that these new provisions could come into force in the first half of 2014. In addition, recommendations have been published with respect to proposed changes to the specifications for tank cars that are used to transport many petroleum products. Keyera is carefully monitoring these regulatory developments, and other recommendations that are being brought forward by regulatory agencies. (See "Risk Factors and Risk Management Strategies – Operational Risks – Transportation of Dangerous Goods")

Noise Control Regulation

AER Directive 038: Noise Control establishes the regulatory framework with respect to noise control applicable to all operations and facilities under the jurisdiction of the AER. This directive sets certain parameters with respect to maximum permissible sound levels and measuring the noise associated with industrial developments regulated by the AER. Facilities constructed prior to 1988 are considered "deferred facilities" and do not have to meet the prescribed maximum permissible sound levels unless there is a formal validated complaint. However, this deferred status is scheduled to end as of October 2018, at which time all facilities are expected to comply with the maximum permissible sound levels. Effectively, all of Keyera's facilities are subject to this directive and therefore, as Keyera manages its operations and plans capital expansions at its facilities, identifying noise impacts and mitigation measures is an important consideration. Directive 038 also recognizes that, under special circumstances, permissible sound levels from a resource facility could be adjusted from what would otherwise be calculated under this Directive. Alberta's Industrial Heartland area in the Fort Saskatchewan region has been identified as a special circumstance and as such a separate regional noise management plan has been developed for this area. Keyera's Fort Saskatchewan facility falls under the umbrella of this regional plan.

Keyera's Environmental Programs

Keyera recognizes and values the importance of responsible environmental stewardship and has made significant investments in infrastructure to improve efficiencies and enhance environmental performance. Keyera's environmental programs focus on preventing environmental impacts and adopting appropriate remediation strategies when required. Keyera is committed to conducting its business in a way that balances diverse stakeholder expectations, respects the environment and emphasizes the health and safety of its employees and communities. As part of this commitment, Keyera strives to conduct its operations in accordance with internally developed environmental operating guidelines and provides its employees with comprehensive training that emphasizes health, safety and environmental matters. Keyera encourages its employees to identify opportunities to improve efficiencies, reduce fuel gas consumption and reduce emissions. Along with the ability to identify and implement projects that benefit both Keyera's operations and the environment, Keyera continues to enhance its design and approval process for the current expansion of its various facilities. Additionally, Keyera's liability reduction initiative focuses on addressing historic environmental impacts and enhancing Keyera's environmental monitoring and management programs. (see "Decommissioning, Abandonment, and Reclamation Costs")

Keyera has ongoing community relations, aboriginal relations and public consultation programs. These programs are intended to keep Keyera's neighbours informed about its operations and to proactively identify and address any potential concerns.

Environmental Regulation

General Framework

The midstream industry is subject to provincial and federal environmental legislation and regulations. Among other things, the environmental regulatory regime provides for restrictions and prohibitions on releases or emissions of various substances produced in association with certain oil and natural gas industry operations. Environmental regulation affects the operation of facilities and limits the extent to which facility expansion is permitted. In addition, legislation requires that facility sites and pipelines be abandoned and reclaimed to the satisfaction of provincial authorities and local landowners. A breach of such legislation may result in the imposition of fines, the issuance of clean-up orders or the shutting down of facilities and pipelines.

The AER and the ESRD are the two main government agencies that regulate midstream operations and facilities in the Province of Alberta; however as discussed above, these two regulators will be coming together under the umbrella of the AER. Among the primary pieces of legislation that form the regulatory framework are the *Oil and Gas Conservation Act* (Alberta), the *Pipelines Act* (Alberta) and *Environmental Protection and Enhancement Act* (Alberta) (the "EPEA"), along with all related regulations. Generally, gas processing plants require a permit from the AER to process a specified volume of natural gas and a demonstration at the time of application that the impact on the environment will be within acceptable limits. Approvals from ESRD address a gas plant's impact on the physical environment and limit emissions to air and water depending on the size of the gas plant and whether the plant processes sweet or sour gas. Other types of facilities and activities, such as pipelines and certain storage and handling facilities, also require operating approvals from ESRD and/or licences from the AER. ESRD and the AER also conduct regular inspections of the facilities that are subject to their regulation. Further, the use of water (surface or groundwater) is regulated under the *Water Act* (Alberta). The disposal of wastewater and gases into wells drilled into deep geologic formations is regulated by both the ERCB and AER. A number of Keyera's facilities hold approvals and permits for these disposal activities.

Under EPEA, environmental standards and compliance obligations for releases, clean-up and reporting are subject to scrutiny by both ESRD and the public. Liability for clean-up, remediation and reclamation costs may be imposed on a wide range of parties including present and past owners of contaminated lands, or those that had charge, management or control of a substance that has been spilled or released. Regulators may issue shut-down orders where facilities or pipelines are not in compliance with the environmental laws or operating approvals, and fines under EPEA may be as high as $1,000,000 for each day that an offence under EPEA continues.

The AER has also issued multiple Directives and Guides with strict requirements and standards concerning matters such as oilfield waste management and the suspension, abandonment and reclamation of oil and natural gas facilities that must be factored into the cost of conducting operations in Alberta.

Sulphur Recovery

AER Interim Directive 2001-3 establishes sulphur recovery guidelines for sour gas plants and also sets maximum allowable limits on the amount of inlet sulphur that can be processed through "grandfathered" plants. Existing "grandfathered" plants are required to meet the revised sulphur recovery guidelines over time. All of Keyera's facilities over the last several years have been degrandfathered. With changing gas compositions around Keyera's plants, meeting the sulphur recovery requirements can be challenging. Keyera carefully monitors sulphur recovery at its plants and takes active steps to manage its operations accordingly.

Compliance with AER Interim Directive 2001-3 has posed some challenges for the Simonette gas plant and resulted in the curtailment of volumes in the first four months of 2013. Process modifications and improvements were made to the sulphur plant during the turnaround in the third quarter of 2013; however, the composition of raw gas being delivered to the plant continues to present operational challenges. Keyera continues to explore a number of options to manage sulphur recovery at the Simonette gas plant in the short term, while positioning itself to be able to handle incremental volumes associated with the plant expansion in the long-term (See "Business of Keyera – Gathering and Processing Unit – Overview of Key Initiatives").

Sulphur Dioxide and Nitrogen Oxides Ambient Air Criteria

In late 2010, ESRD introduced new Ambient Air Quality Objectives for sulphur dioxide (maximum level in ambient air) based on a detailed provincial assessment and changing Environment Canada levels and targets. Additionally, lower levels for nitrogen oxides came into effect in 2011 and new dispersion modelling guidelines were introduced in late 2012. With these new guidelines coming into effect, Keyera completed assessments of its facilities and completed certain minor modifications.

Particulate Matter and Ozone Management Framework

ESRD, together with the Clean Air Strategic Alliance, has implemented the Particulate Matter and Ozone Management Framework to achieve Canada-wide standard levels. This Framework indirectly affects several Keyera plants operating in central Alberta. Development of the management strategies and recommended actions will occur through the region's ambient air monitoring associations of the Parkland Airshed Management Zone and the Fort Air Partnership. The likely result of their actions sometime in the future will be to reduce emissions of nitrogen oxides

from compressor engines beyond the current standard and the comprehensive implementation of fugitive mitigation programs for hydrocarbon emissions from facility operations under Directive 060, Upstream Petroleum Industry Flaring, Incineration and Venting**.**

Greenhouse Gas Emissions Limits

Greenhouse gases, mainly carbon dioxide and methane, are components of the raw natural gas processed and handled at Keyera's facilities. Operations at Keyera's facilities, including the combustion of fossil fuels in engines, heaters and boilers, release carbon dioxide, methane and other minor greenhouse gases. As such, Keyera is subject to various greenhouse gas reporting and reduction programs. Keyera uses an engineering consulting firm to compile inventories of greenhouse gas emissions and reports these inventories in accordance with federal and provincial programs. Third party audits or verifications of inventories are conducted for facilities that are required to meet regulatory targets.

In Alberta, the provincial government has set a target of reducing greenhouse gas emissions by 50% compared to 2005 target levels, by 2050. The *Climate Change and Emissions Management Act* ("CCEMA") and regulations, establish a framework for the regulation of greenhouse gas emission intensities. Emissions intensity refers to the amount of greenhouse gas, measured on a carbon dioxide equivalent ("CO2e") basis, emitted on a unit of production basis. There are two main regulations under the CCEMA that effect Keyera: the *Specified Gas Reporting Regulations* and the Specified Gas Emitters Regulations. The Specified Gas Reporting Regulations require facilities that produce emissions of 50,000 tonnes or more of CO2e to report their emissions. Keyera has four facilities that fall under the reporting obligations of this regulation: Gilby, West Pembina, Minnehik Buck Lake, and Simonette gas plants. The *Specified Gas Emitters Regulation* requires facilities that produce over 100,000 tonnes of CO2e annually to reduce net emissions intensity to 88% of the baseline emissions intensity. The baseline emissions intensity for each facility is based on the average emissions intensity at that facility for the period between 2003 and 2005. If, in any given year, the actual emissions intensity at such a facility is above the net emissions intensity target, then the facility licensee can bring the facility into compliance by:

- purchasing emissions offsets. Emissions offsets are classified as actions or projects which have resulted in reduced greenhouse gas emissions in Alberta on or since January 1, 2002;
- purchasing fund credits from the Climate Change and Emissions Management Fund (the "CCEMF") at a cost of $15/tonne of CO2e; and/or
- purchasing emissions performance credits (such credits are reductions in greenhouse gas emissions beyond the 88% of the baseline emissions intensity).

Keyera is the operator of the following five facilities which are subject to emissions reduction targets under the Specified Gas Emitter Regulation: Strachan, Rimbey, Brazeau River and Nevis gas plants and AEF. Two of the primary factors that affect emissions intensity at Keyera's facilities are fuel gas consumption and throughput. Higher levels of fuel gas consumption result in higher emission intensities, while lower throughput results in higher emissions intensities per volume of gas processed.

In British Columbia, the provincial government has adopted a series of measures as part of an overall climate change initiative aimed at reducing greenhouse gas emissions by one third compared to the 2007 levels, by 2020. One of the measures that has been implemented is a broad-based carbon tax on fuel and flared gas. The Caribou gas plant, Keyera's only plant in British Columbia is subject to this tax. The cost of compliance in 2013 was approximately $0.9 million (compared to approximately $1.3 million in 2012).

In addition to these provincial initiatives, the Canadian government is active in the United Nations Framework Convention on Climate Change and corresponding conferences. Canada has set targets of reducing greenhouse gas emissions by 17% compared to 2005 levels, by 2020. To help achieve these goals, the Federal government is setting emissions standards for various sectors, beginning with transportation and coal generated power. At this time, emission standards have not been set for the oil and gas industry. Keyera is, however, required to report C02e emissions under the *Canadian Environmental Protection and Enhancement Act* for all facilities which emit 50,000 tonnes or more of C02e. As a result, Keyera files emission reports with the federal government for the Rimbey, Strachan, Brazeau River, Nevis, Gilby, West Pembina, Minnehik Buck Lake, and Simonette Gas Plants as well as AEF.

Keyera monitors legislative initiatives and overall regulatory trends across Canada and the United States so that it is aware of potential developments that could affect its business and operations. It is possible that future

international, national or provincial emissions reduction requirements may require further reductions of emissions or emissions intensity. Keyera recognizes that such reductions may not be technically or economically feasible and that failure to meet such emissions reduction requirements may result in fines, penalties, the suspension of operations, and/or the necessity of purchasing greenhouse gas credits, all of which could materially adversely affect the oil and gas industry, including Keyera. (See "Risk Factors and Risk Management Strategies – Operational Risks - Environmental and Public Safety Considerations").

Keyera endeavours to be proactive in anticipating the changes on the horizon and is engaged in identifying opportunities to mitigate its overall environmental footprint. As such, Keyera has developed a greenhouse gas strategy which establishes the framework for Keyera's approach to minimizing greenhouse gas emissions while maintaining a sustainable and competitive business. The objectives of Keyera's greenhouse gas strategy include: identifying and implementing cost effective greenhouse gas reductions in its operations; adopting economically viable conservation and energy efficient technologies; monitoring and reporting emissions reductions; sharing best practices; encouraging continuous improvement in greenhouse gas inventory reporting methodologies and risk management; and identifying and evaluating business opportunities.

Keyera participates in the Carbon Disclosure Project (the "CDP"). The CDP is an organization that encourages private and public sectors to measure, manage and reduce emissions and climate change impacts through the promotion of an ongoing dialogue between institutional investors and senior corporate management.

RISK FACTORS AND RISK MANAGEMENT STRATEGIES

In carrying out its business and operations, Keyera deals with a number of risks. Keyera generally considers that its risks fall into two principal categories: (i) operational risks, including legal, regulatory and strategic risks; and (ii) financial risks. These categories are outlined below along with summaries of the specific risk factors within each general category. In some instances, risks may fall into both categories. In such cases we have classified risks based on the primary category in terms of how they affect Keyera. The most significant risks in each category are listed first, based on Keyera's current assessment of each risk.

Keyera continually works to identify and evaluate significant risks and to develop and maintain appropriate strategies to mitigate the impact of potential risks to our business. Keyera's approach to risk management is integrated into its overall approach to decision making (both formal and informal) and also includes formal risk reviews with respect to certain matters. The summary provided below describes the main risks known to Keyera and also identifies some of the steps that Keyera takes to mitigate these identified risks. **Readers are cautioned that this summary of risks may not be exhaustive, as there may be risks that are unknown and other risks that may pose unexpected consequences. Further, many of the risks are beyond Keyera's control and, in spite of Keyera's active management of its risk exposure, there is no guarantee that these risk management activities will successfully mitigate such exposure.**

Operational Risks

Reliance on Producer Activity and Long Term Declines

The volumes of natural gas, NGLs, iso-octane, sulphur, crude oil, and other products produced, transported or processed by Keyera depend on production of natural gas and crude oil. Without reserve additions, production will decline over time as reserves are depleted. Most of Keyera's facilities are located in or depend on the WCSB. As a mature basin, production is projected to decline over the long term. New technology has allowed producers to access and produce reserves that were previously viewed as uneconomic. However, it is not clear the extent to which such advances in technology will offset the long-term overall declines. As well, industry activity levels depend upon economic and regulatory conditions that permit and incent producers to explore for and develop reserves. Producers in the areas serviced by Keyera's gas plants may not be successful in exploring for and developing additional reserves. This risk, combined with sustained low gas prices or higher production costs or royalties, may discourage further exploration and development, the result of which could be declines in throughput at gas plants, pipelines and NGL processing facilities. Keyera's gas processing facilities have the capacity to extract NGLs and are located in areas where the natural gas reserves are rich in NGLs. Natural gas rich in NGLs improves the economics associated with natural gas production and is therefore more attractive to producers; however, there is no guarantee that these factors will be sufficient to encourage continued gas exploration and development around Keyera's facilities.

The rate and timing of production from proven natural gas reserves tied into the gas plants are at the discretion of the producers and are subject to regulatory constraints. The producers have no obligation to produce natural gas from these lands. Producers may suspend their drilling programs or shut in production as a result of lower product prices or higher production costs. Further, a significant portion of the proven natural gas in the areas connected to Keyera's gas plants is not contractually dedicated for processing at those gas plants and the majority of the reserves which are subject to processing obligations may be terminated on less than six months' notice.

Keyera's future growth plans for its NGL Infrastructure business depend to a significant degree on producer activities in the Alberta oil sands. Oil sands activity can be affected by many factors, including but not limited to commodity prices and pricing differentials, access to transportation and take-away capacity, environmental pressures and cost escalation. If oil sands activity slows down, it may result in lower than expected demand for Keyera's NGL Infrastructure services, as well as decreased demand for diluent which could also adversely affect Keyera's NGL marketing business.

While Keyera is unable to directly influence producer activity, it actively monitors, on an ongoing basis, plant throughput, third party system performance and industry activities in the oil sands, the Edmonton/Fort Saskatchewan hub and in the capture areas surrounding its plants (including land sales, well licenses and drilling activity). As circumstances warrant, Keyera pursues opportunities to expand its capture areas and/or to modify its facilities to provide new services in order to try to maximize revenue generation and extend the service life of its assets. Keyera also endeavours to mitigate this risk by providing reliable, efficient, cost-effective and customer-centered services.

Facilities Throughput and Utilization Rates

Several of Keyera's gas plants are presently operating at lower throughputs than their respective licensed or operating capacities, in part due to declines in production since the facilities were built or decisions by producers to delay or shut in production due to the low natural gas prices. Over the long term, the business of Keyera will depend, in part, on the level of demand for the processing of NGLs and natural gas in the geographic areas in which Keyera's facilities are located, and the ability and willingness of producers and shippers to direct gas to those facilities for processing and related services.

The demand for processing and related services is dependent on factors such as the quality of services offered, the cost of such services and the physical capabilities of the facilities. Keyera tries to mitigate this risk by working cooperatively with producers to provide them with comprehensive and competitive service options and pursuing business development initiatives to attract additional volumes. Utilization of Keyera's AEF facility depends on demand for high octane, low vapour pressure gasoline additives, the willingness of customers to pay a premium price for such product, as well as availability of feedstock (butane) and transportation capacity. Keyera cannot predict the impact of future economic conditions, fuel conservation measures, alternative fuel requirements, governmental regulation or technological advances in fuel economy and energy generation devices, all of which could reduce the demand for natural gas, NGLs, or iso-octane, thereby potentially reducing utilization rates at Keyera's facilities.

Another reason that Keyera's facilities may operate at lower throughputs than their respective licensed capacities is because of the difference between the licensed capacity and the effective available raw gas processing capacity. Use of utilization rates to estimate available raw gas processing capacity may be misleading as the ability of individual plant functional units, such as gas treating, NGL recovery or sulphur plant capacity, to handle additional raw gas volumes may become a limiting factor particularly if current plant operating conditions or gas composition depart significantly from original plant design operating conditions. Use of throughputs to estimate revenues may be misleading as Keyera charges different fees for gas streams with different compositions. Certain Keyera facilities would require expenditures for equipment refurbishment, replacement or de-bottlenecking in order to reach the facility's full licensed capacity.

One of the ways Keyera tries to mitigate these risks is through its formal inspection, monitoring and maintenance programs for equipment and pipelines. The programs assist in maximizing facility availability and operational efficiency. Keyera may also from time to time consider expanding the capacity of some of its functional units at certain plants if conditions warrant and there is sufficient demand from producers for such expansion.

Keyera also has facilities that are experiencing capacity constraints due to increasing throughput. In certain circumstances, the increased throughput may contribute to operating conditions that are not in line with the

operational design of the facility. Keyera tries to mitigate this risk by working with producers and other customers, managing inlet volumes and pursuing projects to improve efficiencies and remove bottlenecks.

Operational Matters and Hazards

Keyera's operations are subject to common hazards of the natural gas (sweet and sour) processing and pipeline transportation business. Keyera also transports significant volumes of hydrocarbons by rail and truck which may be more prone to accidents and mishaps than pipeline transportation of hydrocarbons. The operation of Keyera's assets involves many risks, including the breakdown or failure of equipment, information systems or processes, the performance of equipment at levels below those originally intended (whether due to declining throughput, misuse, unexpected degradation or design, construction or manufacturing defects), failure to maintain an adequate inventory of supplies or spare parts, operator error, labour disputes, disputes with owners of interconnected facilities and carriers, releases of harmful substances into the environment, spills associated with the loading and unloading of harmful substances onto rail cars and trucks, and catastrophic events such as natural disasters, fires, explosions, derailments, fractures, well blowouts, acts of terrorists and saboteurs, and other similar events, many of which are beyond the control of Keyera. The occurrence or continuance of any of these events could increase the cost of operating Keyera's facilities and/or reduce its processing or throughput capacity, or result in damages, claims or fines, all of which could adversely affect Keyera's operations and financial performance.

In order to mitigate these risks, Keyera retains and relies on knowledgeable, competent personnel to identify and manage such operational risks. It maintains written standard operating practices and formally assesses and documents competencies related to the operation of its facilities. Keyera also maintains formal inspection and maintenance programs for equipment and pipelines, a formal safety program (including hazard identification and work permitting for specific projects) and security programs to protect key assets from deliberate harm. Keyera is a member of several mutual aid groups and has established the Keyera Emergency Response Team ("KERT") under the umbrella of the Liquefied Petroleum Gas Emergency Response Corporation. Volunteers on the KERT team receive specialized emergency response training and may be called upon to assist in responding to emergency situations should they arise.

Keyera carries casualty and business interruption insurance with amounts of coverage customary for similar business operations to help defray the costs associated with the foregoing risks should they materialize; however, such insurance coverages may not be sufficient to compensate for all business or casualty losses or damages. (See "Risk Factors – Operational Risks – Adequacy of Insurance").

Reliance on Other Facilities

Keyera's facilities are connected to various third party pipeline systems, including the Alliance, Kinder Morgan (Trans Mountain) and TransCanada Pipeline systems, as well as various third party NGL pipeline systems. These connections are important to Keyera and its customers as they provide critical transportation routes. Keyera's NGL Infrastructure and Marketing businesses also rely on connections to other third party infrastructure, including various pipelines, rail facilities and marine shipping facilities. Operational disruptions, apportionment, regulatory action or other events on any third party systems and infrastructure may prevent the full utilization of Keyera's facilities or otherwise hamper Keyera's business activities. For example, currently, the Kinder Morgan Trans Mountain pipeline system is under apportionment thereby restricting some of the volumes of iso-octane that Keyera can ship to markets on the west coast which affects throughput at AEF. Because of this, Keyera has commenced shipping iso-octane manufactured at AEF via rail to customers throughout Canada and the U.S. with access to rail offload facilities.

Keyera is unable to control operations or events in third party facilities making the mitigation of these risks challenging. However, generally speaking, the owners of these facilities have significant financial resources, competent personnel, formal security programs, and well developed operating practices and inspection and maintenance programs. Several of Keyera's facilities benefit from connections to more than one transportation alternative which provides some flexibility during curtailments or interruptions.

Keyera is also unable to control regulatory actions that may be taken with respect to third party facilities. Depending on the nature of the regulatory action taken, Keyera's commercial operations and business arrangements could be adversely affected. (See "Risk Factors and Risk Management Strategies - Operational Risks - Regulatory Intervention").

Risks Arising from Co-ownership

Many of Keyera's facilities are jointly owned with third parties. Approvals must be obtained from such joint owners for proposals to make capital expenditures regarding such facilities. These approvals typically require that a capital expenditure proposal be approved by at least two or three owners holding a specified percentage of the ownership interests in the relevant facility, usually ranging between 50% and 70%. It may not be possible for Keyera to obtain the required levels of approval from co-owners of facilities for future proposals for capital expenditures, which may adversely affect Keyera's ability to expand or improve its existing facilities. In addition, agreements for joint ownership often contain restrictions on transfer of an interest in a facility. The most frequent restrictions require a transferor who is proposing to transfer an interest to offer such interest to the other holders of interests in the facility prior to completing the transfer (i.e. a right of first refusal). Such provisions may restrict Keyera's ability to transfer its interests in facilities or to acquire partners' interests in facilities, and may also restrict Keyera's ability to maximize the value of a sale of its interest.

With the acquisitions made over the past several years, Keyera has increased its ownership interests at many facilities, thereby enhancing its ability to direct decisions at jointly owned facilities. As well, as part of its effort to minimize the risks associated with co-ownership, Keyera maintains communication with its co-owners through its participation in operating committees and formal decision-making processes such as mail ballots and expenditure approvals. Keyera also utilizes its knowledge of industry activity and relationships with other owners to mitigate the risk of uncooperative behaviour. However, there is no guarantee that Keyera will be able to proceed with its plans for some facilities which are jointly owned.

Natural Gas Composition

Each of Keyera's gas plants is designed to process raw natural gas feedstock within a certain range of composition specifications. The gas plants may require modification to operate efficiently if the composition of the raw gas being processed changes significantly. The configuration of each of Keyera's gas plants may not be optimal for efficient operation in the future if a change in inlet gas composition is outside a plant's acceptable range of composition specifications. Changes in gas composition, including the trend toward producers producing less sour gas and more sweet gas, can present challenges for achieving sulphur recovery levels at certain facilities. Keyera may need to change its license parameters, including sulphur recovery levels, as gas composition changes.

Keyera monitors plant throughput, gas composition, third party system performance and industry development activity in the capture areas surrounding its facilities on an ongoing basis. This information is used when assessing expansion opportunities and the possibility of adding new processing or commercial services to be able to accept the inlet gas in the capture areas surrounding its facilities. With the current focus by producers on drilling NGL-rich, sweet gas, Keyera has been pursuing opportunities to enhance its NGL recovery capabilities. Keyera has also amended its AER licenses at certain plants to deal with changes in gas composition.

Reliance on Principal Customers and Suppliers

Keyera relies on a number of principal customers and suppliers in each of its business segments. Keyera enters into many contracts with its customers and suppliers, which are often for a defined term or are subject to early termination upon notice. Keyera also relies on agreements with key customers to underpin capital projects, including the pipeline additions to FSCS, the de-ethanizer project, the Rimbey turbo-expander project, the South Cheecham Rail and Truck Terminal, the Alberta Crude Terminal, KFS fractionation expansion and the Wapiti Pipeline.

Keyera has entered into a number of agreements with Chevron Standard Limited and its affiliates relating to transportation, downstream processing and shipping of iso-octane. These agreements are important to Keyera's ability to transport iso-octane to its west coast markets via pipeline and ship.

There is no guarantee that any of the contracts that Keyera currently has in place will be renewed at the end of their term or replaced with other contracts in the event of early termination. Further, there is a risk that customers or suppliers will be unable to perform their obligations under the contracts. If any of these circumstances were to arise, the revenue generated by Keyera's operating entities could be reduced or capital projects could be suspended. In either case, Keyera's financial results and the cash flow available for dividends to Shareholders could be adversely affected. Keyera attempts to partially mitigate any potential losses in this respect through the use of business

interruption insurance; however, such insurance coverage may not be sufficient to compensate for all such losses or damages.

In an effort to minimize the risk of reliance on any single customer or supplier, Keyera continues to diversify its customer and supplier base and actively continues to explore relationships with existing and potential new customers and suppliers. Keyera also tries to provide efficient, reliable services and to build on its relationships with producers and others as a way of encouraging existing customers to renew contracts and to attract new customers and suppliers. In spite of these efforts, there is no guarantee that Keyera will be able to renew or replace existing contracts or enter into new contracts or that existing contracts will generate the expected benefits.

Competition

Each of Keyera's gas plants is subject to competition from other gas processing plants which are either in the general vicinity of Keyera's plants or have gathering systems that do or could potentially extend into Keyera's capture areas. NGL and crude oil commodities that are marketed by Keyera compete with supplies from Canadian, United States, and international sources. As well, Keyera's NGL pipelines and storage, terminal and processing facilities are subject to competition from other existing pipelines and facilities, which competition is anticipated to continue to grow as other companies announce plans for expanded transportation, terminalling and storage services in the Edmonton/Fort Saskatchewan hub, as well as in other interconnected geographic areas in western Canada and the United States. Keyera competes with local and international entities to acquire NGLs for processing and resale and to attract and retain customers. Competition for customers is not confined to NGL suppliers and marketers. The natural gas and gas products industry also competes with other industries seeking to provide substitute products or alternative sources of fuel, gasoline blending products, diluents, and feedstock to consumers. In the iso-octane marketing business, alkylate is the main alternative competitive product. Alkylate is produced by reacting otherwise low-value by-products with isobutene to produce a relatively high octane gasoline component. Most North American refineries have some alkylate production capabilities. In addition, competition from non-hydrocarbon based sources of energy may have an adverse effect on the production of natural gas and gas products in Alberta and, as a result, on the demand for Keyera's services.

Keyera tries to mitigate these risks by working cooperatively with its existing customers, monitoring industry activity and the activities of its competitors in key markets and being proactive in identifying opportunities in existing and emerging markets. On the gathering and processing side of Keyera's business, the required capital investments may create barriers to entry for some potential competitors. While Keyera feels it is well positioned to compete with its peers, the aggressive action by competitors, changes in law, declines in production and a stronger shift in the market place to non-hydrocarbon based energy sources could all adversely affect Keyera's competitive position.

Regulatory Compliance, Approvals and Interventions

Keyera is subject to a variety of laws and regulations that require it to obtain registrations, licenses, permits, inspections and other approvals in order to operate. There is no guarantee that such approvals can be obtained on a timely basis, or at all. With the transition to the AER, Keyera is seeing delays in the processing of applications which has had an impact on the schedule for a number of Keyera's capital projects. In some instances, regulatory delays, whether as a result of actions by a regulator or intervention by third parties, may result in project delays, project economics becoming less favourable or, in some cases, projects not proceeding.

The cost to comply with regulatory requirements may be significant. For example, under AER Directive -038: Noise Control, pre-1988 facilities will lose their deferred status as of October 2018. This means that Keyera will be required to complete modifications at a number of its facilities by this 2018 deadline to achieve lower noise levels. As well, proposed additions to certain facilities may be delayed due to noise considerations or may not receive regulatory approval unless noise mitigation measures are implemented.

Pipelines and facilities can be subject to common carrier and common processor applications and to rate setting by regulatory authorities in the event that agreement on fees or tariffs cannot be reached with producers. To the extent that producers believe processing fees or tariffs respecting pipelines and facilities are too high, they may seek rate relief through regulatory means. Keyera tries to reduce the likelihood of regulatory intervention by taking industry standards and guidelines into account in setting rates and tariffs and by working proactively with its customers. Nevertheless, there is no guarantee that Keyera will be able to avoid challenges to its rates and tariffs.

Further, Keyera may also be adversely affected by regulatory action taken with respect to third party systems and infrastructure.

Environmental and Public Safety Considerations

Keyera's activities are regulated by federal and provincial environmental legislation. This legislation imposes, among other things, restrictions, liabilities and obligations in connection with the handling, use, storage, transportation, treatment and disposal of hazardous substances and waste, and in connection with spills, releases and emissions of various substances into the environment. Environmental risks from Keyera's operating facilities typically include: air emissions, such as sulphur dioxide, nitrogen oxides, particulate matter and greenhouse gases; potential impacts on land, including land reclamation or restoration following construction; the use, storage or release of chemicals or hydrocarbons; the generation, handling and disposal of wastes and hazardous wastes; and water impacts. Environmental controls including physical design, programs, procedures and processes are in place to assist in managing these risks.

Environmental legislation also requires that facilities, pipelines and other properties associated with Keyera's operations be operated, maintained, abandoned and reclaimed to comply with changing regulations and standards to the satisfaction of applicable regulatory authorities. Many of Keyera's facilities are subject to licensing requirements imposed by ESRD and/or the AER. These licenses must be renewed from time to time and there is no guarantee that the license will be renewed on the same or similar conditions. In addition, certain types of activities may require the submission and approval of environmental impact assessments or permit applications.

It is also possible that the provincial and federal governments may take steps to impose stricter regulations and emission limits on greenhouse gas or other emissions in the near term. (See "Industry and Environmental Regulation"). If it is determined that emissions exceed permitted limits, regulatory requirements will be triggered that require action to be taken to reduce emission levels to acceptable levels, unless an extension or relaxation is granted. There can be no assurance that any extension of time to achieve compliance would be granted and immediate compliance may not be possible and failure to comply with current or future regulations could have a material adverse effect on Keyera's business and financial results. Overall, there is some uncertainty surrounding the impact of environmental laws and regulations on Keyera's operations, and it is difficult to predict how these laws and regulations may evolve. At this time, Keyera does not anticipate that it will be affected in a manner materially different than any other comparable midstream business, but it will continue to monitor developments and assess the potential implications.

Given the nature of sour gas, certain public safety and environmental risks are inherent in gas sweetening at Keyera's facilities. As well, some of Keyera's pipelines and facilities run through or are immediately adjacent to heavily populated areas, including the City of Edmonton. Major equipment failure, a release of toxic substances or a pipeline rupture (including as a result of third party contact or impact to the pipeline) could result in damage to the environment and Keyera's gas plants, death or injury and substantial costs and liabilities to third parties. Although Keyera may not be able to insure against all such events, Keyera carries control of well insurance and sudden and accidental pollution coverage under its commercial general liability insurance. The limits and coverage are customary for similar business operations to try to mitigate against the losses and damages associated with infrastructure failure, pollution, and pipeline failure. However, there can be no assurance that the types of insurance and the amounts for which Keyera is insured, or the proceeds of such insurance, will compensate Keyera fully for its losses. Further, if, at any time, appropriate regulatory authorities deem any one of the pipelines or facilities unsafe, they may order it to be shut down.

To help further mitigate these risks, Keyera has developed health, safety and environmental programs as well as internal operating and maintenance guidelines. These programs are intended to promote safety and minimize the environmental impact of Keyera's operations. Keyera has also developed comprehensive safety training for its employees. Keyera conducts its operations and maintenance activities and monitors environmental impacts in accordance with these programs and acts to remediate environmental impacts to acceptable levels. Keyera has also implemented air, soil and water monitoring programs that meet or exceed regulatory requirements. Keyera has ongoing active remediation activities at its Cranberry pipeline facility, and at certain other facilities. (See "Risks and Risk Management Strategies – Financial Risks - Environmental Compliance and Remediation Costs" for a further discussion of the costs risks associated with environmental matters).

Transportation of Dangerous Goods

Keyera transports various petroleum products by rail and truck (and also ships iso-octane by ship). These petroleum products are considered dangerous goods under transportation of dangerous goods legislation. The volume of product shipped and the number of rail cars and trucks loaded at Keyera facilities has continued to increase over the years. Keyera has expanded the number of rail cars that it leases and has also expanded the number of types of products that it ships. When Keyera loads petroleum products, it may be considered the consignor, in which case it has specific responsibilities under the applicable laws, including the responsibility to ensure that the product is properly classified, the shipment is properly labelled and the product is loaded in an appropriate tank. Keyera also owns and operates rail infrastructure and must comply with applicable laws relating to the maintenance and inspection of these facilities. Keyera may face liability for personal injuries, damage to property, environmental damage, lost product in the event of an incident involving rail cars or trucks loaded by Keyera, where Keyera is the consignor or importer of the product, where Keyera owns the product that is involved in an incident, or where an incident occurs on Keyera's proprietary rail infrastructure. In addition, Keyera may be exposed to regulatory action in the event that it fails to comply with transportation of dangerous goods laws.

Keyera regularly assesses the risks associated with the transportation of dangerous goods and has established a transportation of dangerous goods/logistics committee which provides a level of oversight. Among the risk mitigation measures that Keyera employs, are: training programs for operational and logistics staff; adoption of general and site-specific procedures for loading/unloading, infrastructure maintenance, testing and product classification; negotiating fleet maintenance contracts; leasing rail cars that comply with current regulatory requirements; engaging with industry associations and regulatory agencies; periodically auditing operations and logistics practices; reviewing insurance requirements and securing appropriate coverage; hiring specialists as appropriate to assist.

Foreign Operations

Keyera is actively involved in U.S. NGL and iso-octane markets. Keyera makes a significant percentage of its propane and iso-octane sales into U.S. markets and also purchases NGLs in U.S. markets, particularly condensate and butane. Keyera's reliance on these markets means that it is subject to downturns in the U.S. economy, weather patterns in the U.S., U.S. regulatory changes, protectionist actions by U.S. legislators and other political developments, all of which could have an adverse impact on Keyera's financial results.

Keyera has expanded its presence in the United States: (a) by the incorporation of its American subsidiary, KEI, with its office located in Houston, Texas, (b) the addition of contracted NGL handling capacity at Mt. Belvieu and Conway; and (c) the acquisition of the Hull Rail and Truck Terminal. While the growth of Keyera's operations in the United States enhances its ability to access large U.S. markets, it also presents a number of risks, including increased regulatory and compliance obligations and costs, risks associated with potential non-compliance and civil liability exposure. The U.S. tends to be a litigious environment with larger damages awards compared to Canada. In some instances, Keyera may be subject to the exclusive jurisdiction of the United States courts. In addition, income tax laws relating to Keyera's U.S. operations may be changed in a manner which adversely affects Keyera.

While KEI has a small staff in its Houston office, as well as employees and contractors at its Hull Rail and Truck Terminal, portions of Keyera's U.S. operations are managed by Canadian personnel with limited expertise in U.S. regulation. Keyera engages U.S. counsel and other consultants from time to time to assist with identifying and complying with applicable state and federal laws. Keyera monitors developments and trends that may affect NGL and iso-octane transportation, terminalling and sales in the U.S. and its risk management committee considers the risk profile of the U.S. operations when evaluating Keyera's risk mitigation strategies. Keyera has also attempted to implement strategies to reduce the exposure of its Canadian assets to civil claims in the U.S. There is no guarantee that any of these activities will have the effect of reducing the risks associated with its permanent operations in the U.S. or with Keyera's access to U.S. markets, particularly for propane and iso-octane sales and condensate and butane purchases.

Construction Project Timing and Cost

Many of Keyera's major projects are currently under development and the successful completion of several projects is dependent on a number of factors that are outside Keyera's control. The timing of completion and

construction costs may change depending on many factors including, inflation, the supply of labour, materials and equipment, availability and cost of engineering services, demand variations and other factors that are out of Keyera's control. As these projects are undertaken, required approvals may not be obtained, may be delayed or may be obtained with conditions that materially alter the expected return associated with the underlying projects. Moreover, Keyera may incur financing costs during the planning and construction phases of its growth projects.

Generally, the operating cash flows Keyera expects these projects to generate will not materialize until after the projects are completed. Further, these projects may be completed behind schedule or in excess of budgeted cost. For example, Keyera must compete with other companies for the materials and construction services required to complete these projects, and competition for these materials or services could result in significant delays and/or cost overruns. As a result, the cost estimates and completion dates for Keyera's major projects can change at different stages of the project. Accordingly, actual costs can vary from these estimates and these differences can be significant. Significant cost overruns may adversely affect the economics of particular projects, as well as Keyera's business operations and financial results. Further, there is a risk that maintenance will be required more often than currently planned or that significant maintenance capital projects could arise that were not previously anticipated.

Weather Conditions

Weather conditions can affect the demand for and price of natural gas, NGLs and iso-octane. As a result, changes in weather patterns can affect throughput as well as Keyera's NGL marketing activities. For example, colder winter temperatures generally increase demand for natural gas and NGLs used for heating, which tends to result in increased throughput volumes at facilities and higher prices in the marketing business. In its facilities and NGL business, Keyera tries to position itself to be able to handle increased volumes of throughput and storage at its facilities to meet changes in seasonal demand; however, at any given time, facility and storage capacity is finite. Weather may also affect the operations and projects of Keyera's customers and suppliers, thereby influencing the services and products Keyera provides and/or receives.

While Keyera does not speculate on weather in its marketing business, it tries to time its inventory builds with the seasonality of supply and demand. For example, Keyera will typically build inventories of propane in the warmer months, for delivery in the winter months when demand is generally expected to be higher. While Keyera uses financial and physical contracts to mitigate the commodity price risks associated with these inventories, there is no guarantee that Keyera's inventory management activities will be effective in mitigating such risks. (See "Risk Factors and Risk Management Strategies - Financial Risks – Market Risk and Marketing Activities").

Weather conditions may influence Keyera's ability to complete capital projects or facility turnarounds on time, potentially resulting in delays and increasing costs of such capital projects and turnarounds. With respect to construction activities, in areas where construction can be conducted in non-winter months, Keyera tries to schedule its construction timetables so as to minimize delays due to cold winter weather; however, availability of trades and supplies does not always make this possible.

Employees and Contractors

A skilled workforce is important to the ongoing success of Keyera. If Keyera is unable to attract and retain skilled employees and contractors in variable employment markets, Keyera's business and operations could be adversely affected. Further, the cost of retaining employees and hiring contractors in some locations can place inflationary pressure on Keyera's costs.

As there is a high demand for many of these skilled individuals, Keyera devotes a significant amount of resources and planning to the recruitment, retention, and training of its employees and contractors to secure the required level of staffing and skills necessary to support its businesses and projects. As a result, Keyera maintains a relatively good relationship with its employees and tries to cultivate a work environment in which employees have internal growth opportunities. To date, Keyera has generally been successful in achieving a turn-over rate below industry averages. Keyera also tries to cultivate good relationships with dependable contractors in order to try to benefit from reliability and continuity of service. Nevertheless, if Keyera is not able to attract skilled employees and contractors, its ability to execute its business plans may be impaired.

Dependence on Key Personnel

The success of Keyera has been largely dependent on the skills and expertise of its key personnel to manage the overall business and achieve positive margins. The continued success of Keyera will be dependent on its ability to retain such personnel. Costs associated with retaining key personnel could adversely affect Keyera's business operations and financial results. Keyera tries to mitigate the risk of losing key personnel for economic reasons by obtaining expert advice with respect to compensation matters (including salary as well as long and short term incentive plans). Keyera also participates in industry compensation surveys in order to measure its compensation package against prevailing market rates. Keyera also places significant emphasis on employee engagement, leadership training and maintaining a positive corporate culture.

Labour Relations

Keyera has unions at four of its gas plants. Unionized labour disruptions could restrict the ability of the gas plants to process natural gas and therefore affect Keyera's financial results. (See "Business of Keyera - Employees and Labour Relations"). The collective agreements for employees at the Strachan gas plant, the Rimbey gas plant, and the Nevis gas plant expire on December 31, 2015. The current collective agreement for employees at the Minnehik Buck Lake gas plant expires on April 30, 2016. Overall, Keyera maintains a relatively good relationship with its unions and unionized employees and has never experienced a strike or work stoppage at its unionized plants.

Change in Laws

The oil and natural gas industry, including the midstream industry, is subject to regulation and intervention by governments in such matters as environmental protection, exploration and development activities, the licensing, operation and expansion of wells and facilities, and the abandonment of facilities. There is no guarantee that laws and administrative policies relating to the oil and natural gas industry, including the midstream industry, will not be changed in a manner which could adversely affect Keyera or its Shareholders. In addition to being affected by changes aimed directly at midstream facilities, Keyera could also be adversely affected by changes in regulations or policies directed at upstream activities, such as land sales, exploration and development in the capture areas surrounding Keyera's facilities, as well as changes directed at downstream activities, including retail and consumer uses. In addition, Keyera could be adversely affected by the imposition of additional emission limits for greenhouse gases in Canada or the United States. (See "Industry and Environmental Regulation - Environmental Regulation"). In the event of legislative or regulatory changes, Keyera's ability to conduct business may be adversely affected, which could thereby have a negative effect on distributable cash flow and the cash dividends it provides to its Shareholders.

First Nations Consultation and Claims

Some of Keyera's facilities are located on or adjacent to reserve lands or other lands that have been traditionally used by aboriginal peoples. As well, aboriginal peoples have claimed aboriginal title and rights to a substantial portion of lands in western Canada.

The interpretation of aboriginal and treaty rights is evolutionary and government policy (including the requirements that are imposed on industry) continue to change. In some circumstances, aboriginal people are entitled to be consulted prior to resource development on Crown lands. The consultation processes and expectations of parties involved can vary considerably from project to project (and from first nation to first nation) which can contribute to process uncertainty, increased costs, delay in receiving required approvals, and potentially an inability to secure the required approvals for some projects.

Further, the successful assertion of aboriginal title or other claims could have a significant adverse effect on natural gas production or oil sands development in Alberta, which in turn could have a material adverse effect on Keyera's business and operations, including the volume of natural gas and NGLs handled through Keyera's facilities. As well, some types of claims may affect or limit Keyera's ability to secure locations for capital projects.

To mitigate these risks, Keyera monitors developments that may affect activities around its facilities, as well as changes in government policy. Keyera has also adopted aboriginal consultation guidelines. When appropriate, Keyera works, directly or indirectly, with aboriginal communities that have reserves or traditional lands where its facilities are located, or that may be affected by Keyera's ongoing operations, as well as construction or expansion

projects. Keyera is also monitoring the implementation of the ACO, including the role it will play in relation to consultation and regulatory approvals.

Expansion of Operations

Keyera's operations and expertise are currently focused primarily on midstream oil and gas activities; however, in the future it is possible that Keyera could engage in other activities. The Partnership Agreement permits the Partnership to engage in activities other than its current core business areas. For example, over the last three years Keyera has: (a) acquired non-material interests in certain reserves associated with its facility acquisitions at Minnehik Buck Lake and at West Pembina, (b) in January, 2012 it acquired the Alberta EnviroFuels iso-octane business, (c) in December 2012 executed an agreement for the construction and operation of a new sulphur handling fertilizer production facility to be constructed on the Strachan gas plant site; and (d) started transporting bitumen, synbit and crude oil by rail. Expansion of Keyera's business into new areas may present new risks or significantly increase the exposure to one or more of the existing risks, any of which may adversely affect Keyera's future operational and financial conditions. To help mitigate this risk, expansion opportunities, whether within Keyera's core activities or into new activities, are carefully evaluated. Keyera reviews the criteria it uses to evaluate expansion opportunities based on its assessment of the business environment and fit with Keyera's business strategy. As appropriate, Keyera evaluates the need for additional insurance that may be required to address the risk profile associated with respect to any new businesses or expansion of operations.

Financial Risks

Market Risk and Marketing Activities

Keyera enters into contracts to purchase and sell natural gas, NGLs, crude oil and iso-octane. Most of these contracts are priced at floating market prices. These activities expose Keyera to market risks resulting from movements in commodity prices between the time volumes are purchased and the time they are sold, from fluctuations in the margins between purchase prices and sales prices and, in some cases, may also expose Keyera to currency exchange risk. (See "Risk Factors - Financial Risks - Foreign Exchange"). The prices of the products that are marketed by Keyera are subject to fluctuations as a result of such factors as seasonal demand changes, changes in crude oil, natural gas, NGL and iso-octane markets, and other factors.

In many circumstances, particularly in NGL marketing, purchase and sale contracts are not perfectly matched as they are entered into at different times and at different values. Further, Keyera may store NGLs in order to meet seasonal demand and take advantage of seasonal pricing. Iso-octane margins are driven by the price of butane (the primary feedstock) and RBOB, as well as by the premium between CARBOB and RBOB. Because crude oil margins are earned by capturing spreads between different qualities of crude oil, Keyera's crude oil midstream business is subject to volatility in price differentials between crude oil streams. In Keyera's NGL, iso-octane and crude oil marketing businesses, margins can vary significantly from period to period and volatility in the markets for these products may cause distortions in financial results from period to period that are not replicable.

To some extent, Keyera can lessen certain elements of risk exposure through the integration of its marketing business with its facilities businesses. In spite of this integration, Keyera remains exposed to market and commodity price risk. Keyera manages this commodity risk in a number of ways, including the use of financial and physical contracts and by offsetting some physical and financial contracts in terms of volumes, timing of performance and delivery obligations. Keyera's risk management strategy utilizes the following hedging strategies:

(a) Butane and Condensate - Because butane and condensate prices are based on the price of crude oil, crude oil financial contracts are one of the more common hedging strategies that Keyera uses for these products. This hedging strategy is subject to basis risk between crude oil and the condensate or butane being hedged and therefore cannot be expected to perfectly offset future butane and condensate price movements.

(b) Propane – In 2012 and 2013, Keyera adjusted its hedging strategy to use propane physical and financial contracts to hedge its propane inventory (prior to 2012, crude oil financial contracts were primarily used to hedge propane inventory). Although propane contracts are expected to eliminate commodity basis risk, the ability to enter into propane contracts may not be as liquid as other financial contracts, such as crude oil, and the financial contracts may have a geographical basis risk, depending on contract terms.

(c) Iso-octane – Keyera's hedging objective for iso-octane is to mitigate the effect of iso-octane price fluctuations on its future operating margins. The sales price for iso-octane is largely based upon the price of motor gasoline or RBOB or the price of California gasoline or CARBOB. RBOB is the highest volume refined product sold in the United States. It also has the most liquid forward financial contracts. Accordingly, Keyera utilizes RBOB financial contracts to hedge a portion of its iso-octane sales. However, there is basis risk between the prices for RBOB and CARBOB that may result in volatility in sales prices. To a lesser extent, Keyera may also utilize CARBOB financial contracts.

As the NGL and iso-octane markets evolve during the year, Keyera monitors and adjusts its hedging strategy to protect the value of its inventory and the future operating margins. There is no guarantee that hedging and other efforts to manage the marketing and inventory risks will generate profits or mitigate all the market and inventory risk associated with these activities. While hedging and other efforts to manage market and inventory risk are intended to mitigate Keyera's risk exposure, because of the inherent nature and risk of such transactions, those activities can result in losses. If Keyera hedges its commodity price exposure, it may forego the benefits that may otherwise be experienced if commodity prices were to increase and it is subject to credit risks associated with the counterparties with whom it contracts. (See "Risk Factors and Risk Management Strategies – Financial Risks – Credit Exposure").

Operating, Capital and General and Administrative Costs

Operating and capital costs associated with Keyera's facilities represent significant components of the cost of providing services. These costs may vary considerably from current and forecast values and rates. For example, fluctuations in the prices of electricity and fuel can cause significant fluctuations in operating costs.

General and administrative costs may vary considerably from current and forecast values as a result of fluctuations in employment markets and the demand for trades which affect compensation that must be paid to attract and retain employees and contractors. As well, the cost of Keyera's long term incentive plan ("LTIP") can vary considerably due to the fact that the value of the payments required to satisfy the grants are dependent on two main factors: i) market price of the Common Shares, and ii) the number of Common shares awarded for corporate performance, which is based on a multiplier linked to Keyera's average annual pre-tax distributable cash flow per share over a three year performance period and its total shareholder return relative to its peers.

Maintenance capital requirements and maintenance expenses may vary from year to year depending on such factors as the scheduling of maintenance turnarounds, operating conditions and gas composition. Historically, the costs of Keyera's inspection, monitoring and maintenance programs have been expensed in the period they are incurred and where a repair or replacement has enduring value, it has been capitalized rather than expensed.

Working capital requirements are strongly influenced by the volume of NGLs and iso-octane held in storage and related commodity prices. In addition to the working capital required for inventory, Keyera requires working capital to finance its other business activities, including its risk management program. Growth capital expenditures vary depending upon available opportunities and financing.

Financial results may be adversely affected if significant increases in operating, capital or general and administrative costs are incurred and not recovered. Although operating costs are usually recovered through the tariffs charged on processing and transportation, some processing arrangements do not permit the flow-through of operating costs. Even at facilities where flow-through arrangements are in place, to the extent the costs charged to producers escalate, they may seek lower cost alternatives or shut-in production of their natural gas.

With ongoing maintenance consistent with historical levels, it is anticipated that Keyera's assets can continue to operate safely for decades to come. Keyera prepares annual budgets for each facility in which it has an interest and budgets for each capital project proposed or undertaken. Keyera relies on knowledgeable, competent staff to establish realistic cost projections for budgeting purposes and to operate facilities in an efficient manner. Keyera also monitors input costs such as the prices of electricity and fuel, and may use physical and financial contracts to manage these costs as and when considered appropriate by its risk management committee. While these activities may help to mitigate Keyera's risk exposure, they do not remove the risks associated with unanticipated increases or fluctuations in such costs and can result in losses. If Keyera uses physical and financial contracts to hedge its inputs contracts, it may forego the benefits that may otherwise be experienced if input costs were to decrease and it is subject to credit risks associated with the counterparties with whom it contracts.

Adequacy of Insurance

Keyera currently maintains customary insurance of the types and amounts consistent with prudent industry practice which includes: (i) property and business interruption insurance; (ii) comprehensive general liability insurance providing coverage for actions by third parties (and includes sudden and accidental pollution coverage which specifically insures against certain claims for damage from leaks or spills); and (iii) marine liability insurance. In addition, Keyera maintains director and officer liability coverage consistent with industry practice. Keyera is not obligated to maintain insurance if it is not available to Keyera on commercially reasonable terms. There can be no assurance that such insurance coverage will be available in the future on commercially reasonable terms or at commercially reasonable rates. The insurance coverage obtained with respect to Keyera's business and facilities will be subject to limits and exclusions or limitations on coverage that are considered to be reasonable, given the cost of procuring insurance and current operating conditions. There can be no assurance that the insurance proceeds received by Keyera in respect of a claim will be sufficient in any particular situation to satisfy the indebtedness of Keyera or fully protect against catastrophic events or prolonged shutdowns. Losses beyond the scope of Keyera's insurance coverage could have a material adverse effect on our business, operations and financial performance

With the growth in Keyera's operating activities in the U.S., Keyera has expanded its insurance coverage to include coverages for these U.S. operations. Because of the litigation environment, the potential for higher damages awards and Keyera's acquisition of the Hull Rail and Truck Terminal, premiums for this coverage are notably higher than coverage for Canadian operations and there is no guarantee that the coverages Keyera has obtained will be sufficient to satisfy any claims that may be brought as a result of these operations.

Keyera does not insure against soil and groundwater contamination, except for contamination resulting from catastrophic failures. In certain areas in which Keyera has operations, it carries limited or no coverage for terrorism and for injury to workers.

Keyera has a risk management committee, the mandate of which includes reviewing the risks faced by Keyera's various business operations. Keyera has also established an insurance committee that can draw upon this risk review process to assist it in identifying appropriate types and levels of insurance that should be in place to mitigate these risks. In addition to ongoing monitoring of industry and insurance market trends, this newly formed insurance committee reviews its insurance and coverage levels at least annually in consultation with insurance providers and experts. Keyera also works with insurance advisors and underwriters so that they are knowledgeable about Keyera's operating practices and emergency systems to enhance their understanding of Keyera's business and mitigate the risk of unjustified premium increases.

Decommissioning, Abandonment and Reclamation Costs

Keyera is responsible for compliance with all applicable laws and regulations regarding the decommissioning, abandonment and reclamation of its facilities at the end of their economic life, the costs of which may be substantial. (See "Other Information Relating to Keyera's Business – Decommissioning, Abandonment and Reclamation Costs"). It is not possible to predict these costs with certainty since they will be a function of regulatory requirements at the time of decommissioning, abandonment and reclamation and the actual costs may exceed current estimates which are the basis of the asset retirement obligation shown in Keyera's financial statements. As of December 31, 2013, Keyera recognized a liability of $308.0 million for its asset retirement obligations. A detailed discussion of the assumptions and basis for calculating the fair value of the asset retirement obligations are included in the 2013 Management Discussion and Analysis accompanying Keyera's 2013 annual audited financial statements which is available on SEDAR at www.sedar.com.

Keyera may, in the future, determine it to be prudent or may be required by applicable laws or regulations to establish and fund one or more decommissioning, abandonment and reclamation reserve funds to provide for payment of future decommissioning, abandonment and reclamation costs. If Keyera is not able to fund such reserve funds through an environmental recovery fee, the creation and maintenance of these reserves could decrease cash available for dividends to shareholders and to service debt obligations in the future. Further, even if such reserve funds were established, they may not be sufficient to satisfy the future costs.

To help mitigate these risks, Keyera has developed a liability management system to estimate future liability, risks, priorities and the anticipated cost of the decommissioning, abandonment and reclamation of its facilities. Under this program, Keyera has specifically identified and undertaken reclamation projects during the operational life of

certain facilities to help reduce the end of life abandonment and reclamations obligations. (See "Other Information Relating to Keyera's Business – Decommissioning, Abandonment and Reclamation Costs").

Environmental Compliance and Remediation Costs

Keyera allocates funding for its environmental programs each year. However, there is the risk that unforeseen matters may arise requiring Keyera to set aside additional monies. Compliance obligations under applicable environmental laws can result in significant costs associated with installing and maintaining pollution controls, fines and penalties resulting from any failure to comply, and potential limitations on operations. Remediation obligations can also result in significant costs associated with the investigation and remediation of contaminated properties. Compliance with environmental legislation and incident response can require significant expenditures. Activities that do not meet regulatory standards or that breach such legislation may result in the imposition of fines, penalties and suspension of operations. It is also possible that increasingly strict environmental and safety requirements could be implemented, which could result in substantial increases in the cost of compliance, including increased capital expenditures and operating expenses. There is also the risk of civil liability for environmental matters.

Keyera also undertakes remediation projects that are identified through its liability management system as part of its ongoing efforts to manage its environmental risk. However, it is not possible for Keyera to estimate the amount and timing of all future expenditures related to environmental matters due to various factors, including: (i) uncertainties in estimating pollution control and clean-up costs, including at sites where only preliminary site investigation or agreements have been completed; (ii) the potential discovery of new sites or additional information at existing sites; (iii) the uncertainty in quantifying liability under environmental laws that impose joint and several liability on all potentially responsible parties; (iv) the evolving nature of environmental laws and regulations, including the interpretation and enforcement thereof; and (v) the potential for litigation on existing or discontinued assets. Based on current operations and practices, the cost of complying with environmental regulations and Keyera's exposure to civil liability for environmental matters have not had and are not expected to have a material adverse effect on its financial results; however, no assurance can be given that such costs will not adversely affect financial results in the future.

Debt Matters

Keyera relies on debt financing for some of its business activities, including capital and operating expenditures. The credit facilities and senior notes are for defined terms and there are no assurances that Keyera will be able to refinance any or all of the borrowings at their maturity. In addition, there are no assurances that Keyera will be able to comply at all times with the covenants applicable under its current borrowings; nor are there assurances that Keyera will be able to secure new financing that may be necessary to finance its operations and capital growth program. Any failure of Keyera to secure refinancing, to obtain new financing or to comply with applicable covenants under its borrowings could have a material adverse effect on Keyera's financial results, including its ability to maintain dividends to Shareholders. Further, any inability of Keyera to obtain new financing may limit its ability to support future growth. (See "Other Information Related to Keyera's Business – Borrowing").

Borrowings or additional borrowings made by or on behalf of Keyera will affect the leverage of the business. Interest and principal payments on such borrowings will take precedence over cash dividends to Shareholders and may increase the level of financial risk in the operations of Keyera. Keyera's short-term and long-term debt prohibit the payment of 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 a dividend.

If Keyera is unable to refinance debt obligations at the time of maturity or is unable to refinance on equally favourable terms, the level of cash dividends to Shareholders may be affected. The revolving credit facilities are currently scheduled to mature in 2017 and the long-term senior unsecured notes mature on various dates between 2015 and 2029. ("See "Other Information Relating to Keyera's Business - Borrowing").

Keyera believes that the existing credit facilities will be sufficient for its immediate requirements and has no reason to believe that it will not be able to renew its existing credit facilities or refinance its senior notes on commercially reasonable terms. However, the ability to make scheduled payments on or to refinance debt obligations depends on the financial condition and operating performance of Keyera, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond its control. For

example, volatility in the credit markets may increase costs associated with debt financing due to increased spreads over relevant interest rate benchmarks, or affect Keyera's ability to access those markets. As a result, Keyera may be unable to maintain a level of cash flow from operations sufficient to permit it to pay the principal, premium, if any, and interest on its indebtedness. In addition, volatility in the capital markets and access to financing, although currently available, can be uncertain. These conditions could have an adverse effect on the industry in which Keyera operates and its business, including future operating and financial results. There can be no assurance that the amounts will be adequate for further financial obligations or that additional funds will be able to be obtained.

Credit Exposure

Keyera takes on credit risk with respect to its fee for service business, with its insurance providers in the event of an outstanding claim, the purchase and sale of commodities in its marketing business, the hedging of commodity price changes and the other financial contracts into which it enters. In particular, Keyera is exposed to credit-related losses in the event that counterparties to contracts become insolvent or otherwise fail to fulfill their present or future financial obligations to Keyera. The majority of Keyera's accounts receivable are due from entities in the oil and gas business and are subject to normal industry credit risks. Concentration of credit risk is mitigated to some degree by having a broad base of domestic and international customers and counterparties. Keyera monitors its accounts receivable and its exposure to customers and counterparties in each of its business lines.

In addition, Keyera has implemented credit approval and monitoring procedures to mitigate against credit risk. The credit worthiness assessment of a counterparty considers the available qualitative and quantitative information about the counterparty including the financial status and external credit ratings. Depending on the outcome of each assessment, Keyera may request letters of credit, guarantees or other credit enhancements as security. In Keyera's facilities business, the standard operating, transportation and processing agreements provide for an operator's lien on customer products transported or processed through Keyera's facilities. While these liens provide a degree of risk mitigation protection, there are legal risks associated with the enforcement of such liens. Keyera monitors the credit risk in its marketing business in accordance with its credit policy, including reviewing and adjusting credit limits for customers and counterparties and determining appropriate counterparty collateral. With respect to counterparties with whom Keyera contracts for physical and financial hedges, credit risk is managed by dealing with recognized futures exchanges, investment grade financial institutions, or other credit-worthy parties that are acceptable to Keyera's risk management committee based on the application of Keyera's risk management and credit policies.

While Keyera takes active steps to monitor and manage its credit risk, it is possible that credit exposure to counterparties (or any one of them), may result in Keyera suffering losses, in which case its operations and financial results may be adversely affected.

Interest Rates

Keyera takes on interest rate risk in association with its debt financing. Amounts paid in respect of interest on debt reduce cash flow available for dividends to Shareholders. Interest rates are influenced by Canadian and global economic conditions beyond Keyera's control. Floating rate debt obligations expose Keyera to changes in interest payments, which could have an adverse effect on Keyera's financial results, as variations in interest rates could result in changes in the amount required to service debt. As part of its efforts to mitigate the risk exposure associated with interest rate fluctuations, Keyera maintains a portfolio of debt of varying terms and monitors the balance of fixed and floating interest rates in its portfolio.

Foreign Exchange

Keyera takes on foreign exchange risk with respect to its purchase and sale of commodities and with respect to its U.S. investment and borrowings that are not associated with a similar investment in a security denominated in Canadian dollars. Such risks include, without limitation, the possibility of significant changes in rates of exchange between the Canadian and U.S. dollar and the possibility of the imposition of currency controls by either the Canadian or United States governments. For example, in Keyera's marketing business, commodity prices are often quoted in U.S. dollars and the price paid and received by it for these commodities is therefore affected by the Canadian – U.S. exchange rate, which may fluctuate over time and such fluctuations could have an adverse effect on Keyera's financial condition. Keyera has no ability to control or influence foreign exchange rates. Keyera has adopted a risk management policy in relation to its marketing activities, including the exposure to foreign exchange risk associated

with these activities. In addition, most of Keyera's U.S. denominated long-term private placement notes, have been swapped (for both the principal and interest payments) to Canadian dollars to attempt to mitigate the impact of fluctuating foreign exchange rates. Even though Keyera has taken these steps, fluctuations in foreign exchange may still have an adverse effect on its financial results. Keyera's Canadian facilities businesses, where all services are denominated in Canadian dollars, are not subject to foreign exchange risk.

Market Price

The market price of the Common Shares may fluctuate due to a variety of factors relating to Keyera's business, including announcements of new developments, fluctuations in Keyera's operating results, sales of the Common Shares or the issuance of Preferred Shares in the marketplace, failure to meet analysts' expectations, 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 Keyera or the other 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 Keyera's performance. For these reasons, investors should not rely on past trends in the price of Common Shares to predict the future price of Common Shares or Keyera's financial results.

Cash Dividends Are Not Guaranteed

Dividends are not guaranteed and will fluctuate with the performance of the Partnership and other subsidiaries of Keyera Corp. 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 numerous factors including current and expected future levels of earnings, operating cash flow, income taxes, maintenance capital, growth capital expenditures, debt repayments, working capital requirements, current and potential future environmental liabilities, the impact of interest rates and/or foreign exchange rates; crude oil, natural gas, NGL and iso-octane prices, and other factors. Keyera's short and long term borrowings, , 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. (See "Risk Factors – Financial Risks – Debt Matters").

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 or Preferred 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. Dividends may be increased, reduced or suspended or eliminated entirely depending on Keyera's operations and the performance of its assets and businesses.

Dependence on Subsidiaries

Keyera Corp. depends on the operations and assets of its subsidiaries. Keyera's primary Canadian businesses and assets are owned and operated by the Partnership; however, Rimbey LP owns and operates the Edmonton Terminal and Rimbey Pipeline and ADT Ltd. owns and operates the Alberta Diluent Terminal. Keyera's U.S. subsidiary, KEI, owns and operates the Hull Rail and Truck Terminal and carries out Keyera's NGL and iso-octane marketing activities in the United States. The ability of Keyera Corp. to pay dividends to Shareholders and the actual amount of such dividends will be dependent upon, among other things, the financial performance of its subsidiaries.

Sales of Additional Common Shares or Preferred Shares

Keyera Corp. may issue additional Common Shares or Preferred Shares in the future. As of December 31, 2013, there are no Preferred Shares issued and outstanding. Such additional Common Shares and Preferred Shares may be issued without the approval of Shareholders. Shareholders do not have pre-emptive rights in connection with such additional issuances of Common Shares or Preferred Shares. It is not possible to predict the size of future issuances of Common Shares, Preferred Shares or the effect, if any, that future issuances of Common Shares or Preferred Shares will have on the market price of the Common Shares or Preferred Shares. Issuances of a substantial number of Common Shares or Preferred Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for the Common Shares or Preferred Shares. As well, with any additional issuance of

Common Shares or Preferred Shares, Shareholders will experience dilution. Under the regular Dividend Reinvestment portion of the Plan, Common Shares are currently issued at a 3% discount to the prevailing market price, as defined in the Plan. As the Premium Dividend™ component of the Plan has been suspended since April 2010, no Common Shares have been issued under the Premium Dividend™ component of the Plan; however, should the plan be re-activated in the future, Common Shares would be issued thereunder at a 5% discount to the prevailing market price.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Keyera is subject to various legal proceedings and regulatory actions arising in the normal course of business. While the final outcome of such legal proceedings and regulatory actions cannot be predicted with certainty and there can be no assurance that such matters will be resolved in Keyera's favour, it is the opinion of Keyera's management that the resolution of such proceedings and regulatory actions will not have a material impact on Keyera's consolidated financial position, results of operations or liquidity. No penalties or sanctions material to Keyera have been imposed by a court or regulatory body, nor has Keyera entered into a settlement agreement in relation to any securities legislation.

INTERESTS OF EXPERTS

Deloitte LLP is the external auditor of Keyera Corp. It is independent within the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

TRANSFER AGENT AND REGISTRAR

Computershare is the transfer agent and registrar for Keyera Corp. Computershare has principal offices in Calgary, Alberta and Toronto, Ontario where transfers of securities may be recorded.

MATERIAL CONTRACTS

The following material contracts have been entered into on behalf of Keyera and are available under the Keyera Corp. profile on SEDAR at www.sedar.com:

1. Partnership Agreement dated January 1, 2011 and filed February 17, 2011, as amended by two partnership amending agreements dated December 21, 2011 and December 23, 2011 respectively (both of which were filed February 16, 2012);
2. Note Purchase Agreements dated September 4, 2007, April 30, 2009, September 8, 2010, and November 5, 2010 (including the first amending agreement dated January 4, 2011, the second amending agreement dated June 8, 2011 and the third amending dated October 10, 2013), together with the assumption agreement dated January 1, 2011, between the Partnership, Keyera Corp. and the relevant noteholders related to the foregoing Note Purchase Agreements and the notes issued thereunder (all of which were filed February 17, 2011 except the second amending agreement dated June 8, 2011 which was filed February 16, 2012 and the third amending agreement dated October 10, 2013 which was filed on February 13, 2014), as well as the Note Purchase Agreement dated June 19, 2012 and filed February 14, 2013 and the Note Purchase Agreement dated November 20, 2013 and filed on February 13, 2014;
3. Shareholder Rights Plan dated January 1, 2011 and filed January 4, 2011; and
4. Amended and Restated Credit Agreement dated January 1, 2011 (including the first amending agreement dated November 2, 2011 and filed on November 28, 2011, the second amending agreement dated December 14, 2012 and filed on February 14, 2013, and the third amending agreement dated December 6, 2013 and filed on February 13, 2014).

ADDITIONAL INFORMATION

1. Additional information in relation to Keyera may be found on SEDAR at www.sedar.com.
2. Additional information including directors' and officers' remuneration and indebtedness, principal holders of securities and securities authorized for issuance under equity compensation plans (all where applicable) for 2012, is contained in the Keyera Corp. information circular dated March 22, 2013 filed on SEDAR at www.sedar.com. Information for 2013 will be included in Keyera Corp.'s information circular to be mailed to Shareholders (and filed on SEDAR) in connection with the annual meeting of Shareholders to be held on May 6, 2014.
3. Additional financial information is provided in Keyera's 2013 audited annual consolidated financial statements and accompanying Annual Management Discussion and Analysis filed on SEDAR at www.sedar.com.

SCHEDULE A
AUDIT COMMITTEE TERMS OF REFERENCE

A. Purpose

The purpose of the Audit Committee of the Board of Directors (the "Committee") is to assist the Board of Directors (the "Board") of Keyera Corp. in fulfilling its responsibilities in relation to financial matters. The Committee's role includes monitoring and overseeing the quality of the financial reporting and systems of internal control and the financial risk management of Keyera Corp. and its subsidiaries, including Keyera Partnership (collectively Keyera Corp. and its subsidiaries being referred to as "Keyera"). The Committee shall serve as the ultimate authority to which Keyera Corp.'s internal and external auditors are accountable.

B. Mandate

Management is responsible for preparing the interim and annual financial statements of Keyera and for maintaining systems of risk assessment, risk management and internal controls to provide reasonable assurance that assets are protected and that transactions are authorized, recorded, and reported properly. The Committee is responsible for reviewing and monitoring management's actions and for overseeing the work of the external auditor.

1. Financial Reporting. The Committee has responsibility for monitoring and reviewing financial reporting by Keyera. The Committee shall:
   (a) review with management and the external auditors the financial reporting of Keyera in connection with the annual audit and the preparation of financial statements, including, without limitation, the judgment of the external auditors as to the quality and appropriateness of the accounting principles as applied in that financial reporting;
   (b) receive the report of the external auditors on the annual financial statements of Keyera;
   (c) review with the external auditors, (i) the annual financial statements of Keyera; (ii) the audit of those financial statements; and (iii) the report of the external auditors thereon; in order to confirm that the external auditors are satisfied with the disclosure to them of appropriate information and the content of the financial statements;
   (d) review with management and make recommendations to the Board of Directors relating to (i) the audited annual financial statements of Keyera, and (ii) Management's Discussion and Analysis ("MD&A") in respect of Keyera's annual financial statements, and (iii) the accompanying report of the Chief Executive Officer and press release;
   (e) receive the report of the external auditors on Keyera's interim financial statements;
   (f) review with management and the external auditors (i) Keyera's interim financial statements, (ii) the review of those financial statements, and (iii) the auditor's report on their review and review with management the MD&A in relation thereto (along with the accompanying report of the Chief Executive Officer and press release) and make recommendations to the Board relating to the interim financial statements, MD&A and related documents;
   (g) review and make recommendations to the Board with respect to Keyera's AIF and Information Circular;
   (h) review and make recommendations to the Board of Directors relating to any prospectus required to be filed in connection with an offering of securities by Keyera;
   (i) receive a report from the general counsel each quarter and review with management, and, if necessary, the external auditors and legal counsel, any litigation, claim or contingency, including tax assessments (collectively "Claims"), that could have a material effect upon the financial position of Keyera and the manner in which such Claims may be, or have been, disclosed in the financial statements;
   (j) review with management accounting practices, policies, significant estimates and instances of management override of controls and the financial impact thereof; and
   (k) review accounting, tax and financial aspects of the operations of Keyera as the Committee considers appropriate.

2. Relationship with the External Auditors. The Committee has responsibility for the relationship with the external auditors relating to audit, review and attest services. The Committee shall:
   (a) subject to applicable law and the rights of shareholders and the Board, be directly responsible, for the appointment, compensation, and retention of the external auditors and oversight of their work relating to their audit (including resolution of disagreements between management and the external auditors regarding financial reporting), their preparation or issuance of an audit report, or their performance of other audit, review or attest services for Keyera;
   (b) be responsible for requiring the external auditors to report directly to the Committee;
   (c) review and approve the audit plans of the external auditors of Keyera;
   (d) meet separately with the external auditors to discuss matters of mutual interest, and to consider any matter that the external auditors recommend that the Committee bring to the attention of the full Board;
   (e) pre-approve significant non-audit engagements, including audit-related activities and other services, of the external auditors and review the fees paid and other terms for these engagements;
   (f) review and discuss with the external auditors all significant relationships that the external auditors and their affiliates have with Keyera in order to determine the external auditors' independence, including, without limitation, (A) requesting, receiving and reviewing, on a periodic basis, a statement from the external auditors delineating all relationships that may reasonably be thought to bear on the independence of the external auditors with respect to

Keyera, (B) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors, and (C) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence;

(g) periodically consider whether external auditors should be precluded from providing non-audit services to Keyera; and

(h) determine whether restrictions should be placed on the recruitment by Keyera of employees and management from the external auditors.

3. Internal Audit and Controls. The Committee has an oversight responsibility for the design, maintenance and assessment of internal controls and the internal audit function by Keyera's management. The Committee shall:

(a) oversee the internal audit function;

(b) review and consider, as appropriate, any significant reports and recommendations issued by Keyera or any external party relating to internal audit issues, together with management's response thereto;

(c) receive a report each quarter on management overrides of internal controls and review with management and the external auditors any issues arising from overrides;

(d) review with management, and the external auditors, the effectiveness of the disclosure controls and internal controls of Keyera, and review whether those controls are in compliance with legal and regulatory requirements and with the policies of Keyera;

(e) establish procedures for the receipt, retention and treatment of complaints received by Keyera regarding accounting, internal controls or auditing matters, including the confidential, anonymous submission by employees of Keyera of concerns regarding illegal activity or questionable accounting or auditing matters;

(f) review with management the dividend policy, financial structure and financing strategy for Keyera;

(g) review with management, prior to consideration by the Board, the proposed appointment, re-assignment or removal of the Chief Financial Officer of Keyera Corp.;

(h) review the adequacy of internal controls and procedures related to the expense accounts of officers of Keyera at the level of Vice-President and above, including officers' use of corporate assets, and consider the results of any reviews by the external auditors; and

(i) review the financial aspects of any transactions of Keyera that involve related parties (other than wholly-owned subsidiaries).

4. Risk Management. The Committee has a responsibility for monitoring and reviewing financial risk assessment and management programs. The Committee shall:

(a) review with management and the external auditors their assessment of significant financial risks and exposures;

(b) review the processes implemented or proposed by management to identify material financial risks associated with Keyera's businesses and review management's implementation of appropriate systems to manage and mitigate those risks; and

(c) review management's program to obtain appropriate insurance to mitigate risks and coverage, deductibles and key issues regarding corporate insurance policies.

C. Committee and Procedures

1. Composition of Committee.

The Committee shall consist of not less than three and not more than six Directors, at least one-half of whom are resident Canadians (as defined in the *Business Corporations Act* (Alberta)), all of whom are independent of Keyera within the meaning of applicable laws, rules, policies, guidelines and requirements, as affirmatively determined by the Board. No Director who is an officer or employee (other than a non-executive chairman of the Board or similar officer) of Keyera shall serve on the Committee. In addition, all members of the Committee shall be financially literate as determined by the Board from time to time. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the full Board.

2. Appointment of Committee Members

Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy if the membership of the Committee is less than three Directors.

3. Committee Chair

The Board shall appoint a Chair for the Committee.

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 who is present at the meeting shall be chosen by the Committee to preside at the meeting.

5. Secretary of Committee
The Committee shall appoint a Secretary who need not be a Director of Keyera Corp.

6. Meetings
The Committee shall meet at least four times per year and shall meet at such other times during each year as it deems appropriate. In addition, the Chair of the Committee may call a special meeting of the Committee at any time. The Committee shall ensure that it meets the external auditors on a regular basis in the absence of management.

7. Quorum
A majority of the members of the Committee shall constitute a quorum.

8. Notice of Meetings
Notice of the time and place of every meeting shall be given in writing (including by way of written 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 constitutes 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.

9. Attendance at Meetings
At the invitation of the Chair of the Committee, one or more officers of Keyera may attend any meeting of the Committee. Any independent director may attend any meeting of the Committee.

10. Procedure, Records and Reporting
Subject to any statute or the articles and by-laws of Keyera Corp., the Committee shall fix its own procedures at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next quarterly meeting of the Board). The minutes of its meetings shall be distributed to all directors. All independent Directors shall be provided with access to any materials distributed to members of the Committee.

11. Assessment
The Audit Committee should assess from time to time its own performance, considering responsiveness to the Terms of Reference of the Audit Committee and the effectiveness of relationships and communications with management, the internal auditors, the external auditors and the Board of Directors.

12. Delegation
The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.

13. Independent Advisors
The Committee has the authority to retain independent legal, compensation or other advisors to advise the Committee or a member of the Committee independently on any matter. The Committee (subject to the Board's oversight) has the authority to retain and terminate such advisors, including the authority to approve fees and other terms of the retainer.

14. Review of Terms of Reference
The Committee shall review and reassess the adequacy of these Terms of Reference at least annually, and otherwise as it deems appropriate, and recommend changes to the Board.