

PEMBINA PIPELINE CORPORATION

**5.75% CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES DUE DECEMBER 31, 2018
(CA706327AH68)**

NOTICE OF EXPIRY OF CONVERSION PRIVILEGE

To: Holders of 5.75% Convertible Unsecured Subordinated Debentures (the "**Debentures**") of Pembina Pipeline Corporation ("**Pembina**") due December 31, 2018.

Note: All capitalized terms used herein have the meaning ascribed thereto in the Indenture (defined below) unless otherwise indicated.

Notice is hereby given pursuant to Sections 6.2 and 14.2 of the trust indenture dated as of March 1, 2005 (the "**Original Indenture**"), between Provident Energy Trust (the "**Trust**"), Provident Energy Ltd. and Computershare Trust Company of Canada (the "**Debenture Trustee**"), as amended by a first supplemental indenture dated November 15, 2005 (the "**First Supplemental Indenture**"), a second supplemental indenture dated November 9, 2010 (the "**Second Supplemental Indenture**"), a third supplemental indenture dated January 1, 2011 (the "**Third Supplemental Indenture**"), a fourth supplemental indenture dated May 10, 2011 (the "**Fourth Supplemental Indenture**") and a fifth supplemental indenture dated April 2, 2012 (the "**Fifth Supplemental Indenture**", together with the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture and the Fifth Supplemental Indenture, the "**Indenture**") between Pembina, as successor in interest to the Trust, and the Debenture Trustee, that the conversion privileges of the Debentures set forth in Article 6 of the Original Indenture shall expire at the close of business on December 31, 2018 ("**Time of Expiry**"). For more information on the terms of the Debentures, please see the full text of the Indenture, which can be found on Pembina's profile at www.sedar.com.

Debenture holders may exercise their right of conversion at any time prior to the Time of Expiry. The Debentures are eligible to be converted into fully paid and non-assessable Common Shares of Pembina at the Conversion Rate (as defined in as defined in Section 2.1(g) of the Fourth Supplemental Indenture and

as amended by Section 2(e) of the Fifth Supplemental Indenture) of 33.8639 Common Shares per \$1,000 principal amount of Debentures converted, resulting in a conversion price of \$29.53. Debenture holders that elect to convert their Debentures will also be entitled to receive accrued and unpaid interest on the Debentures up to, but excluding, the conversion date. Any fractional Common Shares arising from conversion of the Debentures will be settled in cash.

Pursuant to Section 2.13 of the Original Indenture, any Debentures that have not been converted prior to the Time of Expiry shall be required to be surrendered to the Debenture Trustee at the branch of the Debenture Trustee designated for such purpose. Each Debenture holder surrendering his/her/its Debentures at, or after, the Time of Expiry shall receive a cash payment equal to the principal amount of and accrued and unpaid interest at a rate of \$28.75 for \$1,000 principal amount of Debentures for the interest period of June 30, 2018 to, but excluding, December 31, 2018 for the Debentures surrendered.