VALENER
energy company

Fiscal 2012 First Quarter Results Conference Call

February 13, 2012

Sophie Brochu, President and CEO of Gaz Métro
Pierre Despars, Executive Vice President, Corporate Affairs, and CFO of Gaz Métro

Pursuant to an administration and management support agreement between Gaz Métro and Valener, Gaz Métro acts as manager of Valener.

Cautionary note regarding forward-looking statements

This presentation may contain forward-looking information within the meaning of applicable securities laws. Such forward-looking information reflects the intentions, plans, expectations and opinions of the management of Gaz Métro inc. (GMi), in its capacity as General Partner of Gaz Métro Limited Partnership (Gaz Métro), and acting as manager of Valener Inc. (Valener) (the management of the manager) and is based on information currently available to the management of the manager and assumptions about future events. Forward-looking statements can often be identified by words such as “plans,” “expects,” “estimates,” “forecasts,” “intends,” “anticipates” or “believes,” or similar expressions, including the negative and conjugated forms of these words. Forward-looking statements involve known and unknown risks and uncertainties and other factors beyond the control of the management of the manager. A number of factors could cause the actual results of Valener and Gaz Métro to differ significantly from the results discussed in the forward-looking statements, including, but not limited to, factors described in the “Risk Factors of Valener” and “Risk Factors of Gaz Métro" sections of Valener’s and Gaz Métro’s Management’s Discussion and Analysis for the year ended September 30, 2011 and in Valener’s disclosure filings. Although the forward-looking statements contained herein are based upon what the management of the manager believes to be reasonable assumptions, including assumptions to the effect that no unforeseen changes in the legislative and regulatory framework of energy markets in Quebec and the New England states will occur, that no significant event occurring outside the ordinary course of business, such as a natural disaster or other calamity, will occur, that Gaz Métro will be able to continue distributing substantially all of its net income (excluding non-recurring items), that the wind power projects in which Valener and Gaz Métro are indirectly involved will be completed on time and within the defined parameters, that Gaz Métro will obtain required approvals from federal and state authorities for the acquisition of Central Vermont Public Service Corporation (CVPS), that Gaz Métro will obtain sufficient capital and that Green Mountain Power Corporation will be able to integrate rapidly and effectively CVPS’ activities, in addition to the other assumptions described in Valener’s and Gaz Métro’s Management’s Discussion and Analysis for the quarter ended December 31, 2011, the management of the manager cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of this date, and the management of the manager assumes no obligation to update or revise them to reflect new events or circumstances, except as required pursuant to applicable securities laws. Readers are cautioned not to place undue reliance on these forward-looking statements.

VALENER
energy company

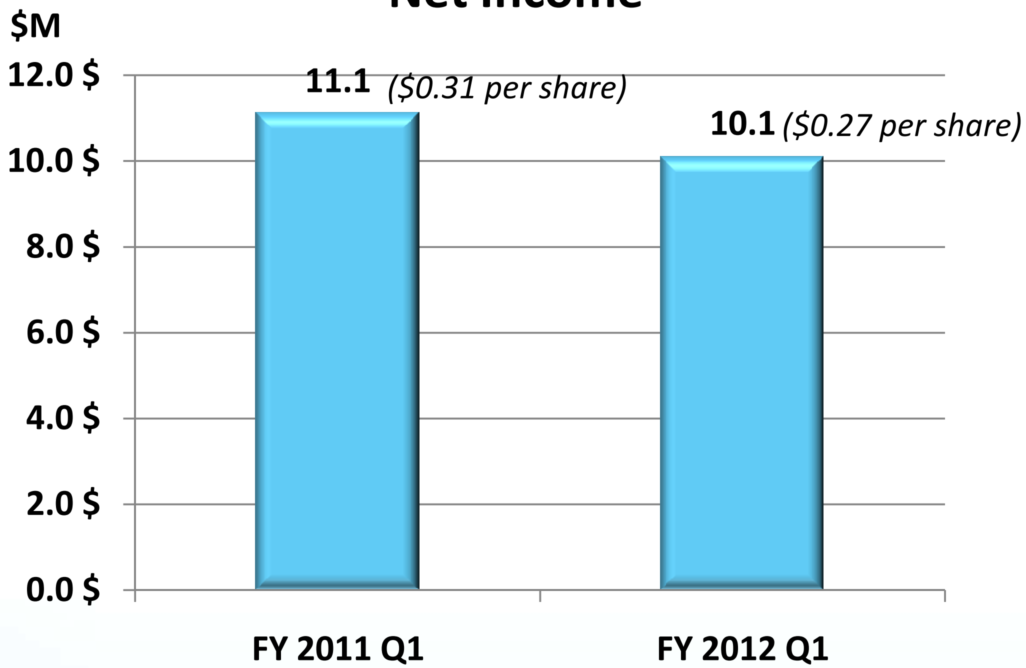
Valener's quarterly dividends

Amount per share	Declared	Record Date	Paid/Payable	Discount under DRIP
$0.25	November 18, 2010	December 30, 2010	January 17, 2011	2% on new shares issued
$0.25	February 11, 2011	March 31, 2011	April 15, 2011	2% on new shares issued
$0.25	May 13, 2011	June 30, 2011	July 15, 2011	2% on new shares issued
$0.25	August 10, 2011	September 30, 2011	October 17, 2011	5% on new shares issued
$0.25	November 17, 2011	December 30, 2011	January 16, 2012	5% on new shares issued
$0.25	**February 10, 2012**	**March 30, 2012**	**April 16, 2012**	**5% on new shares issued**

VALENER
energy company

Valener's fiscal 2012 first quarter highlights

Net Income



- $1.0 M

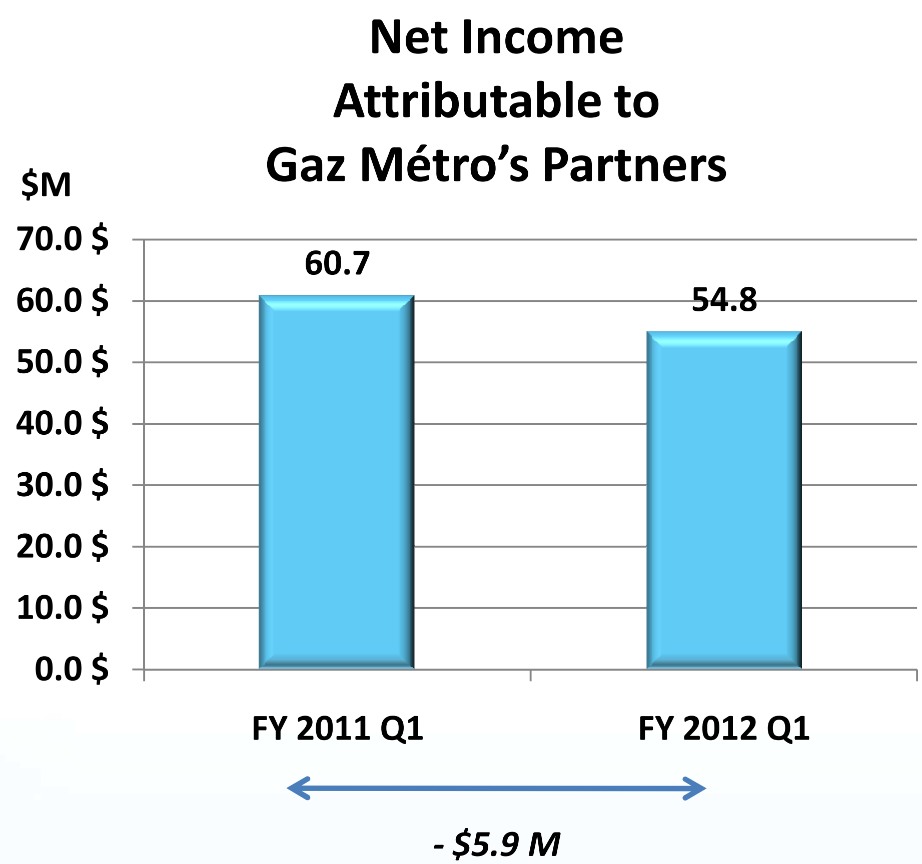
(or -$0.04 per share)

Driver

- ↓ **Share of Gaz Métro's earnings**
- ↑ **Lower income tax expense**

VALENER energy company

Gaz Métro’s fiscal 2012 first quarter highlights



Driver

Gaz Métro-QDA:

- **Lower normalized deliveries in residential & commercial markets and lower distribution rates**
- **Impact of exceptionally much warmer-than-normal temperatures despite normalization mechanism**

Sale of investment in Aqua-Data and MTO Telecom in FY 2011

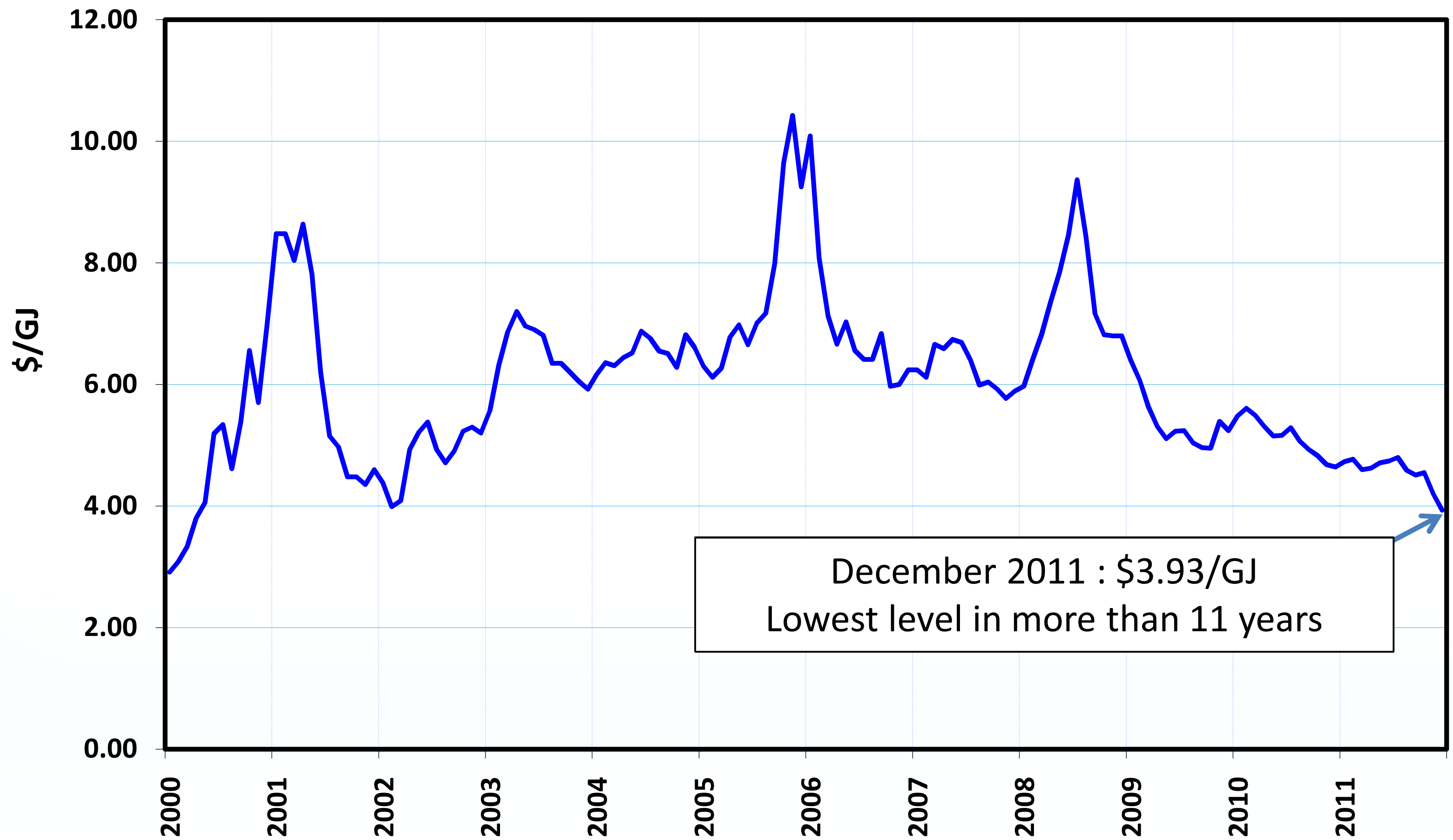
Non-recurring items ($1.6 M)

Increased profitability of energy distribution activity in Vermont despite warm temperatures

VALENER energy company

Strong fundamentals

Gaz Métro-QDA's average monthly system gas price (2000-2011)



VALENER
energy company

Status of growth initiatives

Acquisition / development project	Costs	In service / target date	Status
Central Vermont Public Service Corporation (CVPS) acquisition	~US$520 M *(including transaction costs)*	By summer 2012	• Approval received from CVPS shareholders; • Clearing from the Federal Trade Commission and Antitrust Division of the U.S. Department of Justice; • Pending regulatory approvals: VPSB and FERC, among others.
Seigneurie de Beaupré wind farms (Phase 1 – 272 MW) ***Valener (24.5 %)*** ***Gaz Métro (25.5%)*** ***Boralex Inc. (50%)***	~$750 M [(1)]	Dec. 2013	• Large part of access roads and several foundations completed; • On November 25, 2011, the construction site closed for the winter; • Construction expected to resume in May 2012; • Financing in place.
Kingdom Community Wind (KCW) project in Vermont – *63 MW*	~US$150 M	By the end of 2012	• Construction of access road and several of the turbine pads as well as power transmission line for wind farm completed.

(1) Including financing costs

VALENER
energy company

Status of growth initiatives (cont'd)

Acquisition / development project	Costs	In service / target date	Status
Deployment of the "Blue Road"	\$4 M-\$5 M	Start-up operation	• Gaz Métro Transport Solutions has been installing facilities needed to supply LNG to 180 Robert Transport trucks from three refuelling stations; • Boucherville station in operation since September 2011; • Mississauga station started operating on January 16, 2012; • Delivery of trucks ordered by Robert Transport began last fall and will continue this year.

VALENER energy company

Overview of Valener's fiscal 2012 first quarter results

(in millions of dollars, except for per share data, in dollars)

	3 months ended December 31		
	2011	2010	Change
CONSOLIDATED INCOME AND CASH FLOWS	*(unaudited)*	*(unaudited)*	
Share in the net income of Gaz Métro	**15.9**	17.6	(1.7)
Net income	**10.1**	11.1	(1.0)
Basic and diluted net income per share	**$0.27**	$0.31	($0.04)
Cash flows related to operating activities before change in non-cash working capital items	**6.5**	(7.6)	14.1
Change in non-cash working capital items	**(10.8)**	6.1	(16.9)
Cash flows related to operating activities	**(4.3)**	(1.5)	(2.8)
Distributions received from Gaz Métro	**11.9**	-	11.9
Dividends paid to shareholders	**8.8**	-	8.8
Dividends paid per share [1]	**$0.25**	-	$0.25
Purchases of interests in entities subject to significant influence	**39.2**	30.5	8.7
Weighted average number of shares outstanding (in millions)	**37.4**	36.4	1.0
Number of shares outstanding (in millions)	**37.4**	37.3	0.1
CONSOLIDATED BALANCE SHEET			
Total assets	**693.1**	682.5	10.6
Total debt	**44.2**	-	44.2
Shareholders' equity	**598.3**	624.8	(26.5)
Shareholders' equity per share	**$16.00**	$16.76	($0.76)

(1) Including the shares issued under the Dividend Reinvestment Plan

VALENER energy company

Overview of Gaz Métro's fiscal 2012 first quarter results

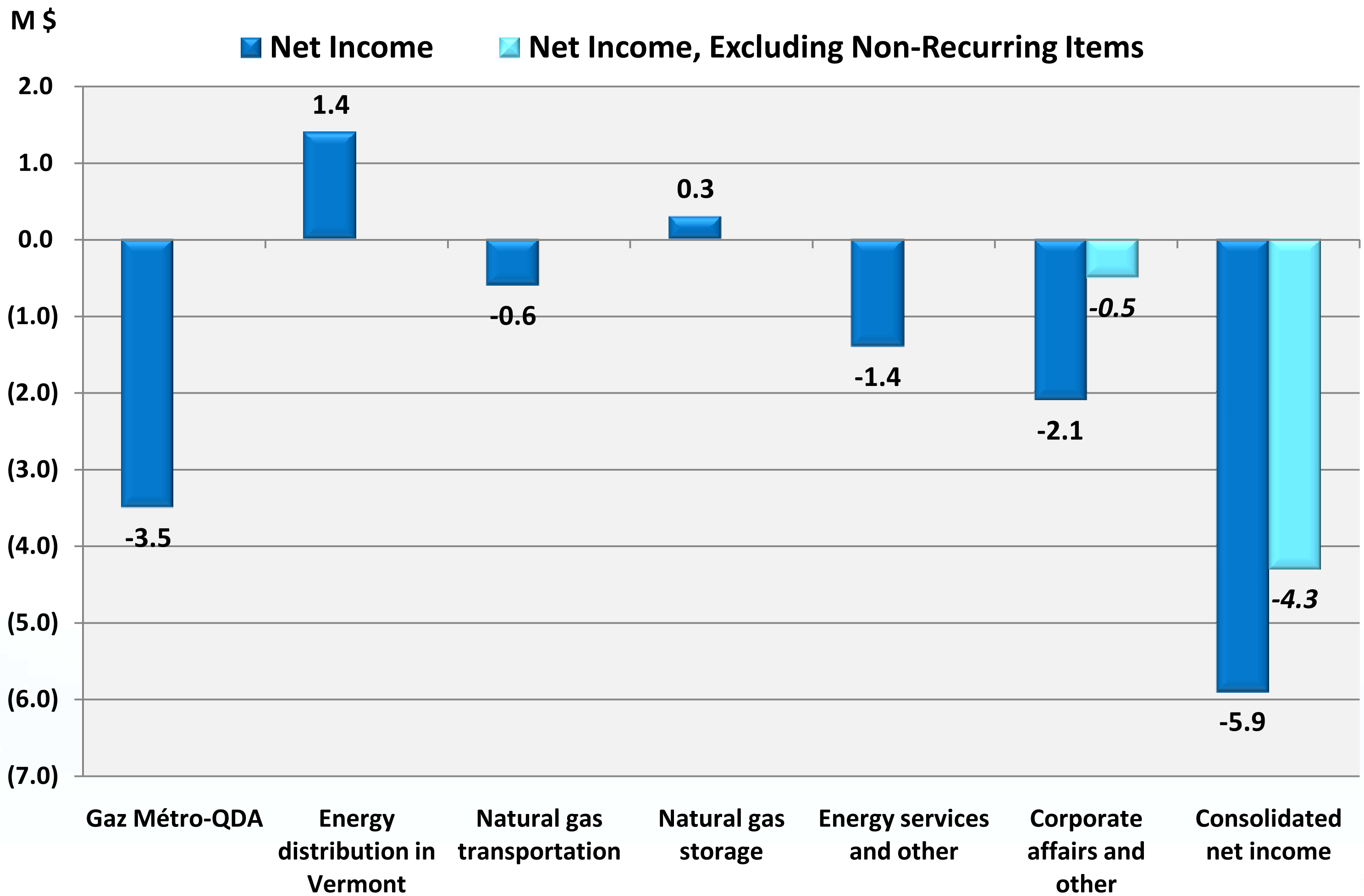
(in millions of dollars, except for per unit data, in dollars)

	3 months ended December 31		
	2011	2010	Change
CONSOLIDATED NET INCOME AND CASH FLOWS	*(unaudited)*	*(unaudited)*	
Net income attributable to Gaz Métro's Partners	**54.8**	60.7	(5.9)
Net income attributable to Gaz Métro's Partners, excluding non-recurring items [1]	**55.3**	59.6	(4.3)
Cash flows related to operating activities [2]	**132.3**	135.4	(3.1)
Purchases of property, plant and equipment	**118.0**	46.7	71.3
Changes in deferred charges and credits and intangible assets	**42.4**	17.2	25.2
Distributable cash	**8.7**	26.3	(17.6)
Net income per unit attributable to Gaz Métro's Partners	**$0.43**	$0.48	($0.05)
Net income per unit attributable to Gaz Métro's Partners, excluding non-recurring items [1]	**$0.44**	$0.47	($0.03)
Distributions paid per unit	**$0.28**	-	$0.28
Weighted average number of units outstanding (in millions)	**126.3**	126.0	0.3
CONSOLIDATED BALANCE SHEETS			
Total assets	**3,889.9**	3,689.8	200.1
Total debt	**1,877.6**	1,731.3	146.3
Partners' equity attributable to the Partners of Gaz Métro	**1,039.7**	1,051.4	(11.7)
Debt/total capitalization ratio (%)	**63.9%**	62.2%	1.7%

(1) Excluding impact of non-recurring items
(2) Before change in non-cash working capital items

VALENER energy company

Net income attributable to Gaz Métro's Partners
Quarterly variance - fiscal 2012 vs. fiscal 2011



VALENER energy company

Net income attributable to Gaz Métro's Partners
Segment contribution

Segment	Quarterly variance	Driver
Gaz Métro-QDA	**$3.5 M**	• Lower distribution rates, as anticipated in 2012 rate case; • Lower normalized deliveries to the residential and commercial markets combined with revenue shortfall from application of temperature normalization mechanism due to much warmer-than-normal temperatures in first quarter; • Impact of lower transported volumes on transportation revenues that did not translate into equivalent reduction in costs; Partially offset by: • Decrease in load-balancing costs and the amortization expense on deferred charges and credits.
Energy distribution in Vermont	**$1.4 M**	• Favourable impact of GMP's rate case parameters; • Earnings generated by GMP's additional investment in Vermont Transco; • Higher number of customers at VGS; Partially mitigated by: • Lower deliveries by VGS and GMP due to, among other factors, warmer temperatures; • Increase in operating and maintenance expenses of VGS and GMP.

VALENER
energy company

Net income attributable to Gaz Métro's Partners
Segment contribution (cont'd)

Segment	Quarterly variance	Driver
Natural gas transportation	↓ **$0.6 M**	• Various non-recurring items for TQM; • Lower interruptible service revenues at PNGTS, partially offset by the decrease in costs related to the rate case.
Natural gas storage	↑ **$0.3 M**	• Lower administrative expenses.
Energy services and other	↓ **$1.4 M**	• Sale of interests in MTO Telecom Inc. and Aqua Data Inc. in the previous fiscal year.
Corporate affairs & other	↓ **$2.1 M**	• *CVPS acquisition costs ($0.5 M);* • *Gain realized in first quarter of fiscal 2011 by Gaz Métro Éole inc. on the sale to Valener of 49% of its interest in the Seigneurie de Beaupré wind power projects ($1.1 M).*
Excluding non-recurring items	↓ ***$0.5 M***	

VALENER energy company

Net income attributable to Gaz Métro's Partners, excluding non-recurring items

For the quarters ended December 31

(in millions of dollars)	**2011**	2010	Change
Energy Distribution			
Gaz Métro-QDA	**43.7**	47.2	(3.5)
VGS and GMP	**7.5**	6.0	1.5
Financing costs of investments in this segment (1)	**(1.1)**	(1.0)	(0.1)
	50.1	52.2	(2.1)
Natural Gas Transportation			
TQM, PNGTS and Champion	**5.1**	5.7	(0.6)
Financing costs of investments in this segment (1)	**(1.0)**	(1.0)	-
	4.1	4.7	(0.6)
Natural Gas Storage			
Intragaz	**2.2**	1.8	0.4
Financing costs of investments in this segment (1)	**(0.5)**	(0.4)	(0.1)
	1.7	1.4	0.3
Energy Services and Other			
Energy, water and fibre optic	**0.9**	2.4	(1.5)
Financing costs of investments in this segment (1)	**(0.3)**	(0.4)	0.1
	0.6	2.0	(1.4)
Corporate Affairs and Other			
Corporate Affairs and Other	**(1.7)**	0.4	(2.1)
Gain realized by Gaz Métro Éole inc. on the sale to Valener of 49.0% of its interest in the Seigneurie de Beaupré wind power projects	**-**	(1.1)	1.1
CVPS acquisition costs	**0.5**	-	0.5
	(1.2)	(0.7)	(0.5)
Consolidated net income attributable to the Partners of Gaz Métro, excluding non-recurring items	**55.3**	59.6	(4.3)
Non-recurring items	**(0.5)**	1.1	(1.6)
Consolidated net income attributable to the Partners of Gaz Métro	**54.8**	60.7	(5.9)

(1) These costs consist of the interest on the long-term debt incurred by the Partnership to finance investments in the subsidiaries, joint ventures and companies subject to significant influence of each segment.

VALENER energy company

Gaz Métro's expected cash requirements for next three quarters of fiscal 2012

		SOURCES				
		Cash flows from operations & Credit facilities		LT Debt	Equity in Gaz Métro	
		Gaz Métro & Others	Valener		GMi	Valener
CVPS Acquisition	**~US$520 M**			US$260 M [(1)]	US$185 M	US$ 75 M
Vermont: • KCW project • CAPEX	**~US$150 M**	**~$330 M**		US$ 75 M [(2)]	US$ 54 M	US$ 21 M
Seigneurie *(Beaupré Éole)*	**$ 49 M**	$ 9 M	$9 M	$ 31 M [(3)]		
CAPEX – QDA	**$ 95 M**	$ 95 M				
CAPEX – Others	**$ 36M**	$ 36 M				
TOTAL	**~$850M**	$140 M	$9 M	~$366 M	~$239 M	~$ 96 M

(1) Private placement of Senior Secured Notes by Gaz Métro inc.: US$130 M (10-yr maturity) & US$130 M (30-yr maturity). Delayed funding feature (no later than October 1, 2012).

(2) Private placement of First Mortgage Bonds by GMP: US$50.0 million (Nov. 16, 2011) & US$25.0 million (planned issuance April 2012)

(3) Project financing non recourse to Gaz Métro and Valener

VALENER energy company

Valener's expected cash requirements for next three quarters of fiscal 2012

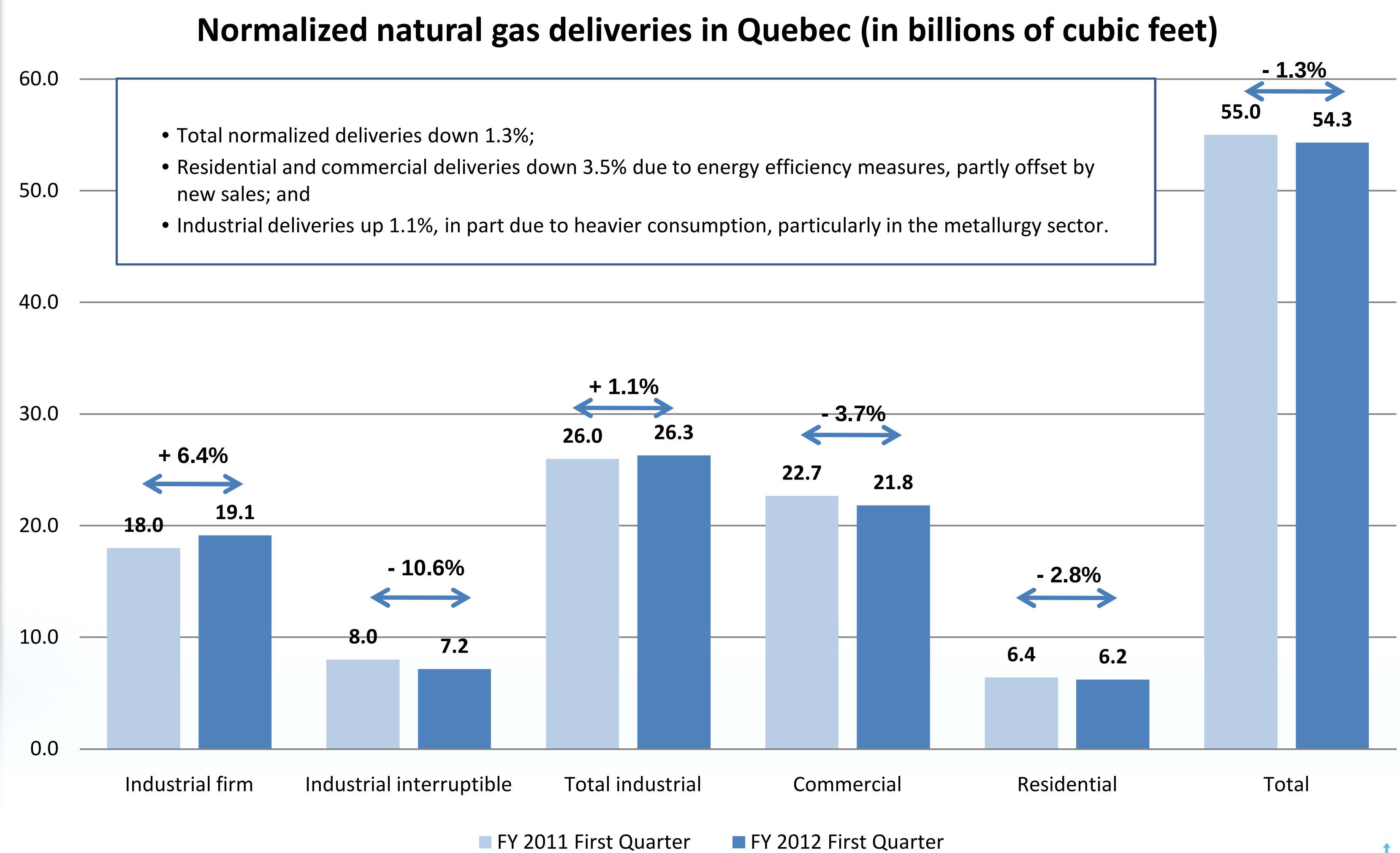
		SOURCES
Investments in Gaz Métro:		▪ Cash flows related to operating activities; ▪ $200 M committed credit facility; and/or ▪ New financings through issues of debt, common shares or preferred shares.
▪ CVPS Acquisition	US$ 75 M	
▪ KCW project & Other	US$ 21 M	
Equity injection for Seigneurie de Beaupré wind power projects:	$ 9 M	
TOTAL	~$105 M	

VALENER energy company

Q&A Session

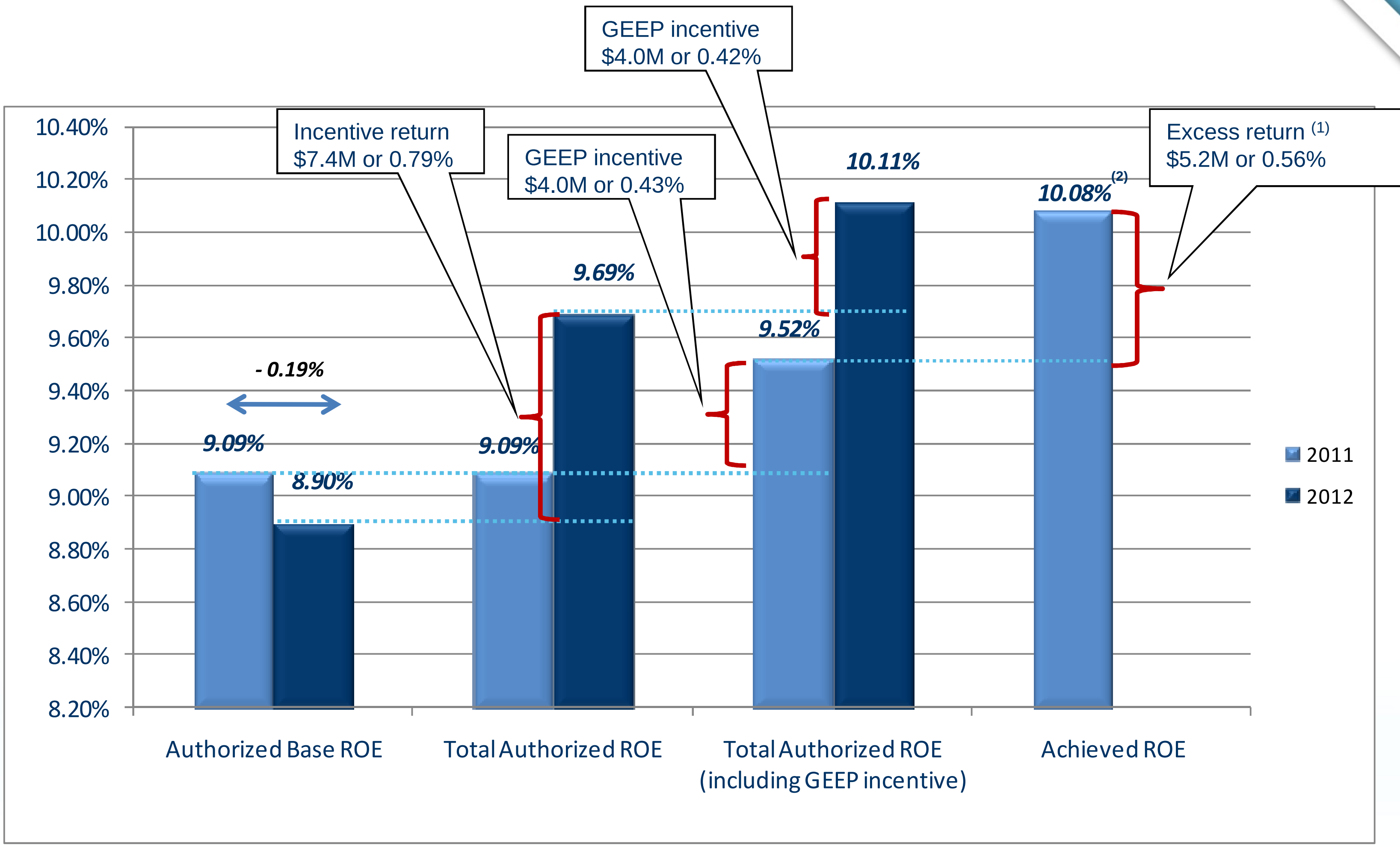
VALENER
energy company

Appendix A



(1) Volumes normalized for temperature and wind velocity.
Conversion factor: 1 billion cubic feet = 28.328 million cubic metres. Differences due to rounding.

Appendix B
Gaz Métro-QDA: Outlook for 2012 fiscal year
(based on rate case approved by Régie)



(1) Excess return (or overearnings) shared 75% with customers. Amount shown is Gaz Métro's share (25%).
(2) Achieved ROE in 2011 subject to Régie's approval.

VALENER energy company

Appendix C
Gaz Métro-QDA: Outlook for 2012 fiscal year (cont'd)
(based on rate case approved by Régie)

(in millions of $)

	2012 Rate Case	2011 Rate Case	FY 2011 reported net income
Rate Base	***1,792.0***	***1,771.7***	
Authorized Net Income:			
Authorized base earnings [1]	**62.0**	**61.0**	
Dividends on preferred shares [2]	**7.7**	**7.0**	
Income taxes	**28.4**	**29.9**	
Capital tax	**0.0**	**0.5**	
	98.1	**98.4**	
Performance incentive mechanism [3]	**7.4**	**0.0**	
Net income before GEEP [4] performance incentive	**105.5**	**98.4**	
GEEP [4] performance incentive	**4.0**	**4.0**	
Net income	**109.5**	**102.4**	**$110.6**

[1] Net of financial charges related to capitalized interest on transitory accounts before their integration in the rate base
[2] Based on deemed capital structure
[3] Gaz Métro's share (50%) of anticipated productivity gains before tax
[4] Global Energy Efficiency Plan – Maximum per year assumed (before tax)

VALENER energy company

Appendix D

Gaz Métro-QDA - Current competitive position of natural gas in Quebec

Market	Main competitors	How competitive is natural gas? (1)
Industrial Ex.: Large companies in petrochemical, metallurgy, etc. industries	**#6 Fuel Oil**	**Short term: spot price significantly lower (75% cheaper)** **Long-term: less expensive, more flexible and less polluting**
Commercial & Institutional Ex.: Hospitals, schools, restaurants, etc.	**Electricity** **#2 Fuel Oil**	**Small business: 24% cheaper** **Large business: 43% cheaper** **Small business: 49% cheaper** **Large business: 62% cheaper**
Residential heating (2)	**Electricity** **#2 Fuel Oil**	**10% to 25% cheaper** **41% to 51% cheaper**

(1) As at February1st, 2012. Current market prices.
(2) Using high efficiency equipment.

VALENER energy company