Fiscal 2012 Third Quarter Results Conference Call

August 10, 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, the progress of wind power projects and other development projects, the ability to complete attractive acquisitions, and the related financing and integration aspects, the ability to secure future financing, general economic conditions, and other 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 can continue to distribute 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 Green Mountain Power Corporation (GMP) and Central Vermont Public Service Corporation (CVPS) will obtain the required approvals from federal and state authorities for their merger, that GMP will be able to quickly and effectively integrate CVPS's operations and that the conclusions of studies on the project to serve the Côte-Nord region will be positive and that the required regulatory approvals will be obtained in addition to the other assumptions described in Valener's and Gaz Métro's Management's Discussion and Analysis for the quarter ended June 30, 2012, 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

Key takeaways of the third quarter

Completion of CVPS acquisition by Gaz Métro on June 27
"Another successful venture in the electricity distribution market"

$100 million preferred share issue by Valener on June 6

Subscription by Valener for $75.4 million of Gaz Métro units on June 28, as part of Gaz Métro's $260 million unit issue to fund the equity portion of the CVPS acquisition

Valener's net income, on a recurring basis*, up $1.4 million over third quarter of last year

Gaz Métro-QDA third quarter results better than expected in 2012 rate case, mainly due to stronger-than-anticipated industrial volumes

* Excluding the share in non-recurring items of Gaz Métro, net of income taxes. Please refer to Non-GAAP measures in section A of MD&A.

VALENER energy company

Valener's quarterly dividends

Amount per share	Record Date	Paid/Payable	Discount under DRIP
Dividend on common shares			
$0.25	December 30, 2011	January 16, 2012	5% on new shares issued
$0.25	March 30, 2012	April 16, 2012	5% on new shares issued
$0.25	June 29, 2012	July 16, 2012	5% on new shares issued
$0.25	**September 28, 2012**	**October 15, 2012**	**5% on new shares issued**
Dividend on Series A preferred shares			
$0.39031 *	**October 12, 2012**	**October 15, 2012**	**Not applicable**

= $1.00

* Covering period from June 6, 2012 to October 15, 2012

VALENER
energy company

Gaz Métro's recent developments – Regulatory front

Subject	Details	Implications
Incentive mechanism	Working group proposal denied by Régie	2013 rate case on cost of service basis with a potential $1M incentive for Global Energy Efficiency Plan. New performance incentive mechanism proposal to be presented to the Régie, applicable to 2014 rate case.
Request concerning changes to accounting policies	All proposed changes to accounting policies approved by Régie, except those related to accounting for post-employment benefits	Request for review filed with Régie on July 27, 2012
Project to serve the Côte-Nord region with natural gas	Request for deferral account for costs associated with feasibility study	Decision expected by Régie in August 2012
2013 rate case	2-phase filing approach: • Phase I: July 6, 2012 • Phase II: Autumn 2012	Request for renewal of 2012 rates until final decision rendered on 2013 rate case

VALENER energy company

Update on growth initiatives
CVPS Acquisition – Integration process

Gaz Métro closed CVPS acquisition on June 27

Operational integration with GMP on-going

New leadership team in place

GMP and CVPS to be fully combined in the coming months

Targets, plans and tracking of synergies in place

Update on growth initiatives
Wind power projects

Project	Details	Implications
Kingdom Community Wind (63 MW)	• Construction of access road, turbine pads and power transmission line completed • Erection of turbines began in July 2012	On time and on budget. Commissioning scheduled towards end of 2012.
Seigneurie de Beaupré projects 2 & 3 (272 MW)	• Access road and foundation work almost completed • Work began on collector system, electrical substation and erection of some of the concrete towers	On time and on budget. Operations expected to begin in December 2013.
Seigneurie de Beaupré project 4 (69 MW)	• Public hearings held in June by BAPE with final report expected by end of September 2012 • Environmental decree from Quebec government expected to be received in January 2013	Operations expected to begin in December 2014

VALENER energy company

Update on growth initiatives
Service to Côte-Nord region

Project	Details	Implications
Potential to serve Côte-Nord region	Quebec government and Gaz Métro are exercising due diligence in performing the following comprehensive feasibility studies: • market studies to determine the expected potential energy consumption in the Côte-Nord if natural gas were available; • environmental and social studies to select the lowest-impact route for the gas pipeline; and • technical and financial feasibility studies, including engineering, to optimize the design and confirm the costs.	These studies are underway and the conclusions are expected by the end of 2012

VALENER
energy company

Update on "green" initiatives

Project	Details	Implications
"Blue Road"	**Agreement between Gaz Métro Transport Solutions and Robert Transport:** • Construction of third refuelling station, to be located in Quebec City region, scheduled for fiscal 2013 • Delivery of trucks ordered by Robert Transport, which began in autumn 2011, is continuing during fiscal 2012	Two refuelling stations (Boucherville and Mississauga) have been in operation since September 2011 and January 2012, respectively
Biomethanation	First project to inject biomethane into Gaz Métro's network. Involves construction of an anaerobic digestion plant in Saint-Hyacinthe along with infrastructure for feeding biomethane into Gaz Métro's distribution network.	Gaz Métro will purchase the energy produced by City of St-Hyacinthe and install the infrastructure required to inject biomethane into its distribution network. The project is subject to the Régie's approval.

VALENER energy company

Overview of Valener's fiscal 2012 third quarter and first nine months results

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

	3 months ended June 30		9 months ended June 30	
	2012	2011	**2012**	2011
Net income, on a recurring basis *	**1.8**	0.4	**33.6**	33.6
Net income attributable to common shareholders, on a recurring basis *	**1.5**	0.4	**33.3**	33.6
Basic and diluted net income per common share, on a recurring basis *	**$0.04**	$0.01	**$0.89**	$0.91

* Excluding the share in non-recurring items of Gaz Métro, net of income taxes. Please refer to Non-GAAP measures in section A of MD&A.

VALENER energy company

Overview of Valener's fiscal 2012 first nine months cash flows

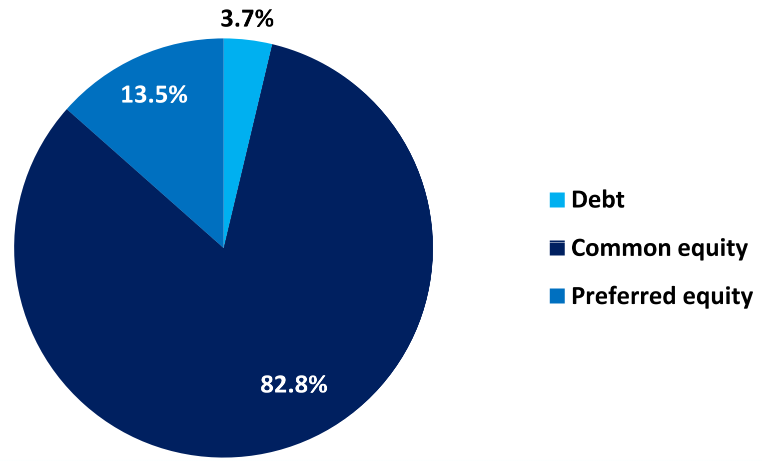
(in millions of dollars)

	9 months ended June 30	
	2012	2011
Distributions received from Gaz Métro	**35.8**	25.0
Cash flows related to operating activities	**14.1**	21.4
Investments:		
Beaupré Éole and Beaupré Éole 4	**44.2**	3.6
Gaz Métro	**75.4**	29.0
Other	**0.5**	-
	120.1	32.6
Dividends paid	**26.1**	17.9
Financing needs	**132.1**	29.1
Covered by:		
Common equity		38.3
Preferred equity	**97.1**	-
Debt	**27.5**	-
	124.6	38.3

VALENER energy company

Valener's consolidated capital structure as at June 30, 2012

- Strong capital structure
- BBB+ (stable) corporate rating*
- $200M credit facility ($168.4M available)
- Net cash needs for last quarter of fiscal 2012: $25M



* S&P rating.

VALENER energy company

Overview of Gaz Métro's fiscal 2012 third quarter and first nine months results

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

	3 months ended June 30		9 months ended June 30	
	2012	2011	**2012**	2011
CONSOLIDATED NET INCOME AND CASH FLOWS				
Net income attributable to Gaz Métro's Partners, on a recurring basis [1]	**6.1**	11.8	**167.2**	179.6
Net income attributable to Gaz Métro's Partners	**(1.8)**	11.5	**159.3**	180.4
Cash flows related to operating activities	**79.3**	99.7	**405.0**	412.5
Distributable cash	**1.9**	33.1	**188.8**	238.2
Distributions to Partners	**35.3**	35.4	**106.1**	70.8
Investments in development activities	**560.9**	7.7	**668.3**	52.5
Financing needs (surplus cash)	**594.3**	10.0	**585.6**	(114.9)

[1] Excluding impact of non-recurring items. Please refer to Non-GAAP measures in section A of MD&A.

VALENER
energy company

Gaz Métro's distributable cash
First nine months variance - fiscal 2012 vs. fiscal 2011

⬇ $49.4M in distributable cash mainly due to:

⬇	$32.1M	Change in rate stabilization accounts due mainly to warmer than normal temperatures
⬇	$35.8M	Higher changes in deferred charges and credits
⬇	$18.3M	Decrease in amortization of deferred charges and credits, financing costs and intangible assets

Partially offset by:

⬆	$13.0M	Increase in distributions received from companies subject to significant influence
⬆	$27.0M	Favourable change in non-cash working capital items

VALENER
energy company

Gaz Métro's financing needs for first nine months of fiscal 2012

Financing needs: $585.6M

Due to:

- Acquisition of CVPS
- Investments in wind projects in Quebec and Vermont
- Development of energy distribution systems in Quebec and Vermont

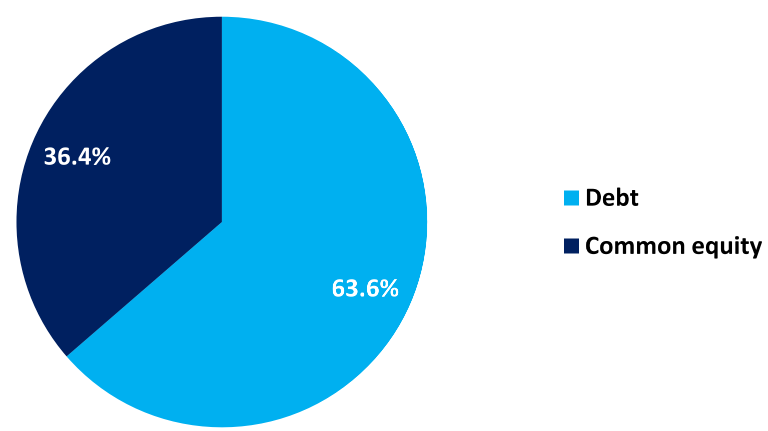
Covered by:

- $260M unit issue by Gaz Métro to its Partners, Valener and Gaz Métro inc.
- US$260M private placement by Gaz Métro inc. (proceeds loaned to Gaz Métro on similar terms)
- US$75M First Mortgage Bonds issued by Green Mountain Power

VALENER energy company

Gaz Métro's consolidated capital structure as at June 30, 2012

- Strong capital structure
- A- (stable) corporate rating*
- Term credit facilities of $1,180M ($846M available)



* S&P rating.

VALENER
energy company

Net income attributable to Gaz Métro's Partners on a recurring basis*

(in millions of dollars)

	3 months ended June 30		9 months ended June 30	
	2012	2011	**2012**	2011
Gaz Métro-QDA	**2.9**	7.6	**139.0**	148.2
Energy distribution in Vermont	**(1.4)**	1.5	**12.4**	14.1
Natural gas transportation	**3.5**	2.7	**13.0**	13.2
Natural gas storage	**1.6**	1.1	**4.7**	3.8
Energy services and other	**0.0**	0.3	**1.7**	3.1
Corporate affairs and other	**(0.5)**	(1.4)	**(3.6)**	(2.8)
Total	**6.1**	11.8	**167.2**	179.6

* Excluding non-recurring items. Please refer to Non-GAAP measures in section A of MD&A.

VALENER
energy company

Net income attributable to Gaz Métro's Partners*
Segment contribution

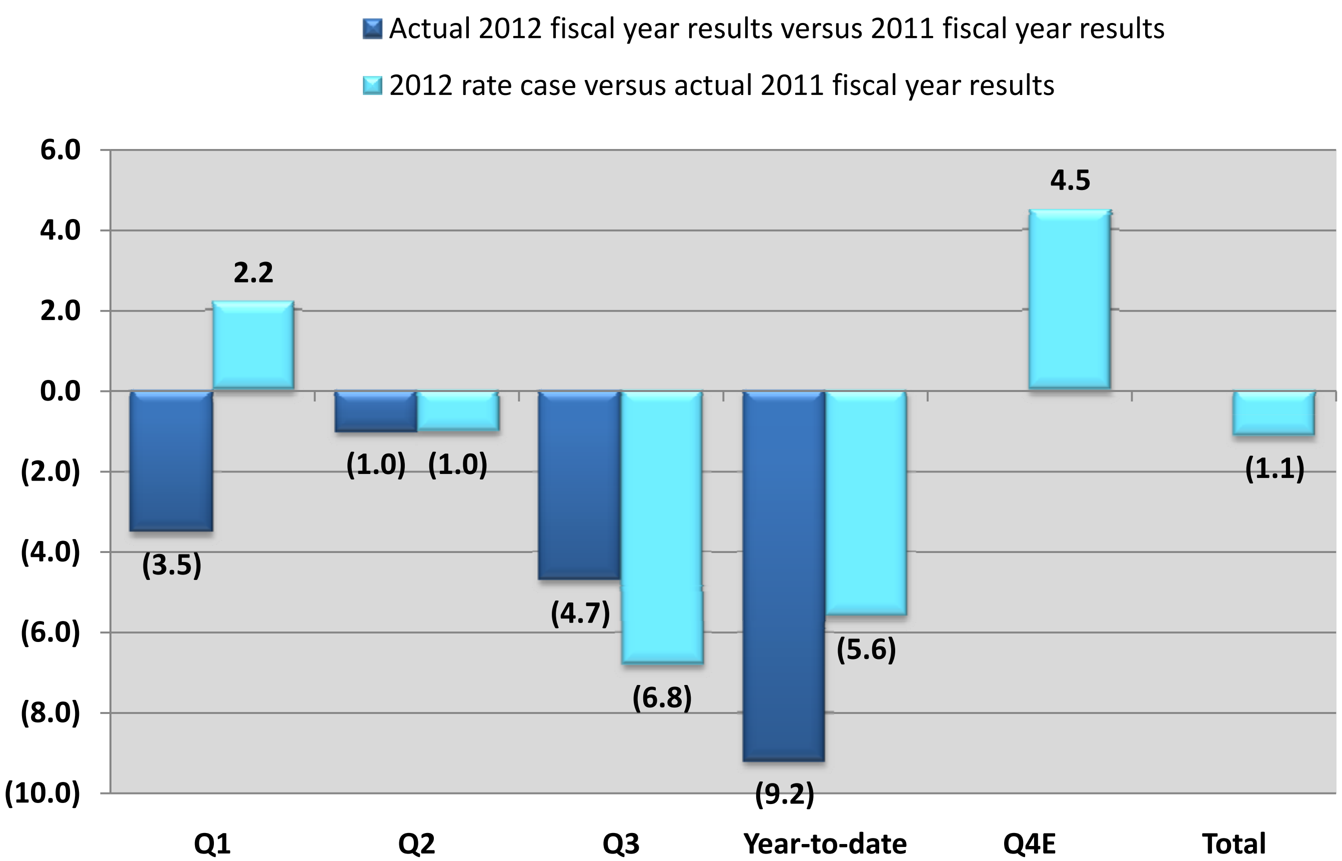
Segment	Quarterly variance	First nine months variance	Drivers
Gaz Métro-QDA	⇩ **$4.7M**	⇩ **$9.2M**	• A rate reduction authorized for fiscal 2012, which resulted in anticipated decreases in net income of $6.8 million for third quarter and $5.6 million year-to-date; and • a higher average cost of transportation tools, that could not be recovered from customers, which resulted from changing demand from industrial customers; Partially offset by: • the increase in gross margin of distribution services owing to higher normalized natural gas deliveries to the industrial market than in the 2012 rate case. This made it possible to recover unfavourable impacts, observed in the first six months of fiscal 2012, of considerably warmer-than-normal temperatures.

* Excluding non-recurring items. Please refer to Non-GAAP measures in section A of MD&A.

VALENER energy company

Gaz Métro-QDA's distribution of net income per quarter

In millions of $



VALENER
energy company

Gaz Métro-QDA

Higher normalized deliveries than expected in 2012 rate case

Normalized deliveries (in millions of cubic metres)

Third quarter	**Actual FY 2012**	**Actual FY 2011**	*Change*	**Rate Case FY 2012**	**Actual FY 2011**	*Change*
Industrial	723	741	-2.4%	703	741	-5.2%
Commercial and residential	313	333	-6.0%	286	333	-14.0%
	1,036	1,074	-3.5%	989	1,074	-7.9%
First nine months						
Industrial	2,592	2,580	0.5%	2,388	2,580	-7.5%
Commercial and residential	1,968	2,024	-2.8%	1,920	2,024	-5.1%
	4,560	4,604	-1.0%	4,308	4,604	-6.4%

VALENER energy company

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

Segment	Quarterly variance	First nine months variance	Drivers
Energy distribution in Vermont	↓ **$2.9M**	↓ **$1.7M**	• Increase in financial expenses, mainly from the additional financing for the CVPS acquisition and GMP's KCW project; • Lower deliveries by VGS and GMP due to warmer temperatures; and • Increase in operating and maintenance expenses of VGS and GMP; Partially offset by: • Favourable impact of GMP's rate case parameters and decrease in direct electricity supply costs.
Natural gas transportation	↑ **$0.8M**	↓ **$0.2M**	• Increase in volume of natural gas transported by PNGTS, as less natural gas was available on other systems; and • a decrease in costs related to PNGTS rate cases currently being examined by the FERC; Mitigated by: • Increase in TQM's amortization expense resulting from favourable adjustment recognized in first quarter of fiscal 2011, after amortization rates for property, plant and equipment were revised downward with NEB approval.

VALENER energy company

* Excluding non-recurring items. Please refer to Non-GAAP measures in section A of MD&A.

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

Segment	Quarterly variance	First nine months variance	Drivers
Natural gas storage	↑ **$0.5M**	↑ **$0.9M**	• Lower operating expenses attributable to delays in certain maintenance projects.
Energy services and other	↓ **$0.3M**	↓ **$1.4M**	• Sale of interests in MTO Telecom Inc. and Aqua Data Inc. in previous fiscal year; and • Increase in expenses of Gaz Métro Transport Solutions, which commenced operations during fiscal 2011; Partially offset by: • Increased profitability of HydroSolution.

* Excluding non-recurring items. Please refer to Non-GAAP measures in section A of MD&A.

VALENER energy company

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

Segment	Quarterly variance	First nine months variance	Drivers
Corporate affairs & other	**$0.9M**	**$0.8M**	• Development expenses incurred for various projects.

* Excluding non-recurring items. Please refer to Non-GAAP measures in section A of MD&A.

Financial perspectives
Acquisition of CVPS by Gaz Métro

- Acquisition of Central Vermont Public Service Corporation (CVPS) on June 27, 2012
  - Net cash consideration of $513.5 million (US$500.7 million)
  - $20.0 million disbursed during fiscal 2011
  - Transaction-related costs of $7.9 million net of taxes year-to-date ($1.8 million during fiscal 2011)
  - Preliminary purchase price allocation resulted in recognition of $233.1 million of goodwill

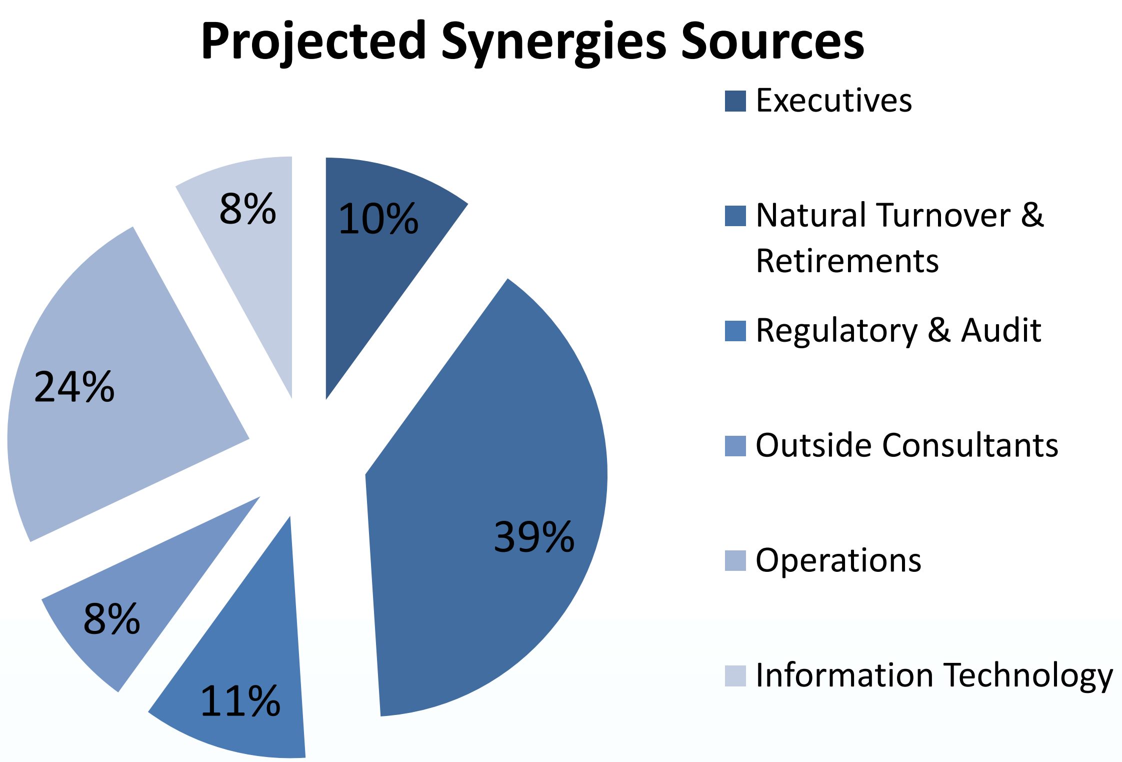
VALENER energy company

Financial perspectives
CVPS acquisition – Planned merger synergy savings

Sharing Mechanism	→ Years 1 – 3: Customer savings guaranteed (US$2.5M, US$5M, US$8M) → Year 4 – 8: 50%-50% split between GMP and customers → Years 9+: 100% to customers → Overall, US$144M guaranteed to customers over 10 years
Regulatory Plan	→ Regulatory plan designed to permit rate recovery of operations & maintenance costs at "as if no merger" ("O&M Platform") → O&M Platform including synergies set in rates in fiscal 2013, adjusted for inflation for years 1 to 8
Target	→ Net present value of synergies retained of ~ US$60M over 8 years → Year 1 target of US$6.5M total, US$4M for GMP → Run rate of ~ US$30M reached by year 8

VALENER
energy company

Financial perspectives
CVPS acquisition – Projected synergies sources



VALENER energy company

Financial perspectives
CVPS acquisition – Estimated year 1 impact on Gaz Métro

Combined GMP/CVPS 2013 Highlights

- Rate Base : ~ US$1B
- Capital structure (Debt/equity): 48%/52%*
- Allowed ROE: 8.84%*
- Synergies retained: US$4M
- Acquisition Debt – Interest expense: US$11.6M
- Payout to Gaz Métro: 50% of anticipated earnings

Overall, CVPS acquisition expected to add ~ US$20M to Gaz Métro's net income in 2013

* Filed.

VALENER energy company

Financial perspectives
Seigneurie de Beaupré Wind Projects 2 & 3

Earnings Before Taxes

Installed Capacity (MW)	271.8
Utilization Factor	32 – 34 %
Electricity Price (yr-1)	≈ $110
Annual Price Indexation after yr-1	≈ 0.6%
EBITDA Margin	80% - 85%
Total Depreciable Assets	$700 M
Linear Depreciation over 20 yrs	5 % per year
Debt Ratio	80%
Debt Tenor (semesters)	36
Annual Principal Debt Repayment	4% - 8% over tenor

Cash Flow to Equity

- 100% of cash distributed to Sponsors;
- 75% of assets in Class 43.2 with accelerated depreciation; and
- Tax loss carry forward will offset income taxes payable by Valener for 3-4 years.

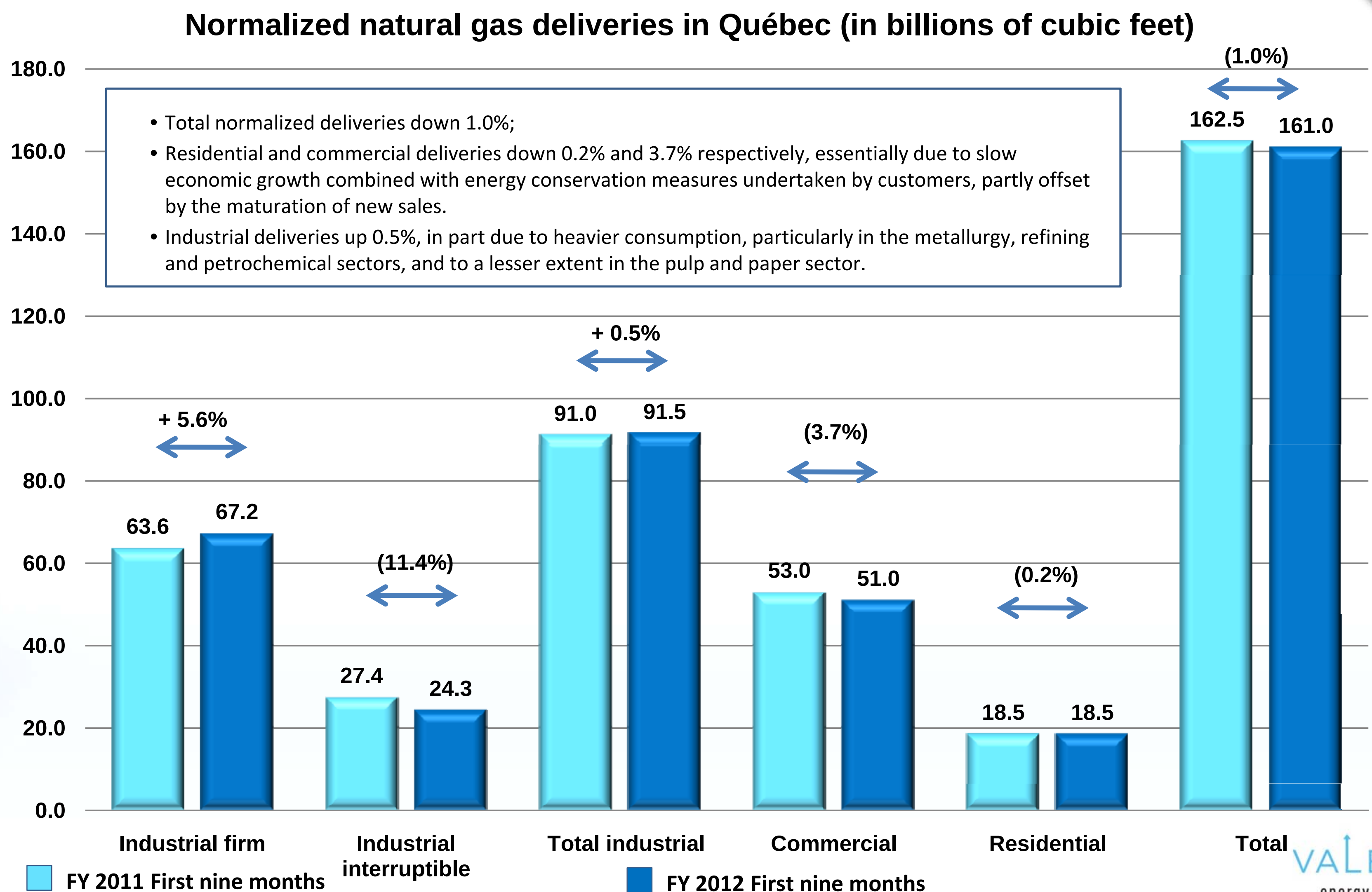
Project's contribution to Valener's net income will be marginal, however it should generate between $6M and $7M in annual cash flows starting in fiscal 2014, allowing Valener to sustain its current dividend on common shares

VALENER energy company

Q&A Session

VALENER
energy company

Appendix A



Note: The comparative volumes for the same period of fiscal 2011 and for the first quarter of fiscal 2012 have been restated to reflect the new market segment allocations adopted in the second quarter of fiscal 2012. Differences due to rounding.

VALENER energy company

Appendix B

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 (71% cheaper)** **Long-term: less expensive, more flexible and less polluting**
Commercial & Institutional Ex.: Hospitals, schools, restaurants, etc.	**Electricity**	**Small business: 25% cheaper** **Large business: 44% cheaper**
	#2 Fuel Oil	**Small business: 47% cheaper** **Large business: 60% cheaper**
Residential heating (2)	**Electricity**	**11% to 26% cheaper**
	#2 Fuel Oil	**33% to 45% cheaper**

(1) As at August1st, 2012. Current market prices.
(2) Using high efficiency equipment.

VALENER energy company