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Fiscal 2013 First Quarter Results Conference Call

February 11, 2013

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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, terms of decisions rendered by regulatory agencies, the competitiveness of natural gas in relation to other energy sources, the reliability of natural gas and electricity supply, the integrity of the natural gas and electricity distribution systems, 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, exchange rate and interest rate fluctuations, weather 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, 2012 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 in the New England states will occur; that the applications filed with the Régie de l’énergie (Régie), in particular the rate applications and the authorized return on deemed equity application will be granted as filed; that natural gas prices will remain competitive; and 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 own indirect interests will be completed on schedule and as per specification; that Green Mountain Power (GMP) will be able to quickly and effectively integrate Central Vermont Public Service Corporation’s (CVPS) operations and that the conclusions of studies on the project to serve the Côte-Nord region will be positive and that the 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 December 31, 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.

Non-GAAP financial measures

In the opinion of the management of the manager, certain indicators, such as net income attributable to the Partners of Gaz Métro, excluding non-recurring items, and net income attributable to the common shareholders, excluding the share in the non-recurring items of Gaz Métro, net of income taxes, provide readers with information it considers useful for analyzing the financial results of both Valener and Gaz Métro. However, these indicators are not standardized in accordance with Canadian generally accepted accounting principles (GAAP) and should not be considered in isolation or as substitutes for other performance measures that are in accordance with GAAP. The results obtained might not be comparable with similar indicators used by other issuers and should therefore only be considered as complementary information.

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Key takeaways of the first quarter

Valener:

- Net income, on a recurring basis(1), up $4.1 million over first quarter of last year
- Dividends of $9.4 million paid to common shareholders

Gaz Métro:

- Net income, on a recurring basis(2), up $12.5 million over first quarter of last year
- $6.3 million increase in net income from energy distribution activities in Vermont following acquisition of CVPS
- 5.9% increase in industrial natural gas deliveries in Quebec
- $14.7 million net gain realized on sale of stake in HydroSolution (cash consideration of $44.4 million)

Seigneurie de Beaupré wind farm projects:

- Environmental authorization for Seigneurie de Beaupré 4 wind farm project (installed capacity of 68 MW)

(1) Net income attributable to the common shareholders, excluding the share in the non-recurring items of Gaz Métro, net of income taxes.

(2) Net income attributable to Gaz Métro's Partners, excluding non-recurring items.

Please refer to Non-GAAP measures in sections A and J of MD&A.

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Valener's quarterly dividends

Amount per share	Record Date	Paid/Payable	Discount under DRIP
Dividend on common shares			
$0.25	September 28, 2012	October 15, 2012	5% on new shares issued
$0.25	December 31, 2012	January 15, 2013	5% on new shares issued
$0.25	**March 28, 2013**	**April 15, 2013**	**5% on new shares issued**
Dividend on Series A preferred shares			
$0.39031 (1)	October 12, 2012	October 15, 2012	Not applicable
$0.271875	January 9, 2013	January 15, 2013	Not applicable
$0.271875	**April 9, 2013**	**April 15, 2013**	**Not applicable**

(1) Covering period from June 6, 2012 to October 15, 2012

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Update on regulatory matters in Quebec

Subject	Details	Implications
2013 rate case	Phase II filed on December 14, 2012: • Cost of service (no incentive) • Request for suspension of automatic adjustment formula for ROE determination • Requested ROE of 9.3% • Overearnings/shortfalls sharing mechanism proposal for fiscal 2013	Hearings to be held in coming months
	Procedural decision issued by the Régie on January 14, 2013 suggesting: • Suspension of automatic adjustment formula • ROE of 8.9% (same as fiscal 2012)	Hearings to be held in February
Incentive mechanism	New proposal filed on November 30, 2012 Applicable for 5 years starting in fiscal 2014	Hearings to be held in coming months

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Update on growth initiatives in Quebec

Subject	Details	Implications
Service to Côte-Nord region	Government of Quebec and Gaz Métro diligently performing required feasibility studies	Studies underway and conclusions expected by March 31, 2013
Biomethanation	Investment project to receive biomethane produced by City of Saint-Hyacinthe filed with Régie on September 28, 2012	Hearings held on January 30 and 31, 2013
Seigneurie de Beaupré projects 2 & 3 (272 MW)	Construction site closed for winter on December 21, 2012 Expected to resume in spring 2013	Scheduled for commissioning in December 2013
Seigneurie de Beaupré project 4 (68MW)	Receipt of decree from government of Quebec authorizing project on January 22, 2013	Next steps : application for construction permits, signature of final agreements with Enercon and financing arrangements, among others Scheduled for commissioning in December 2014

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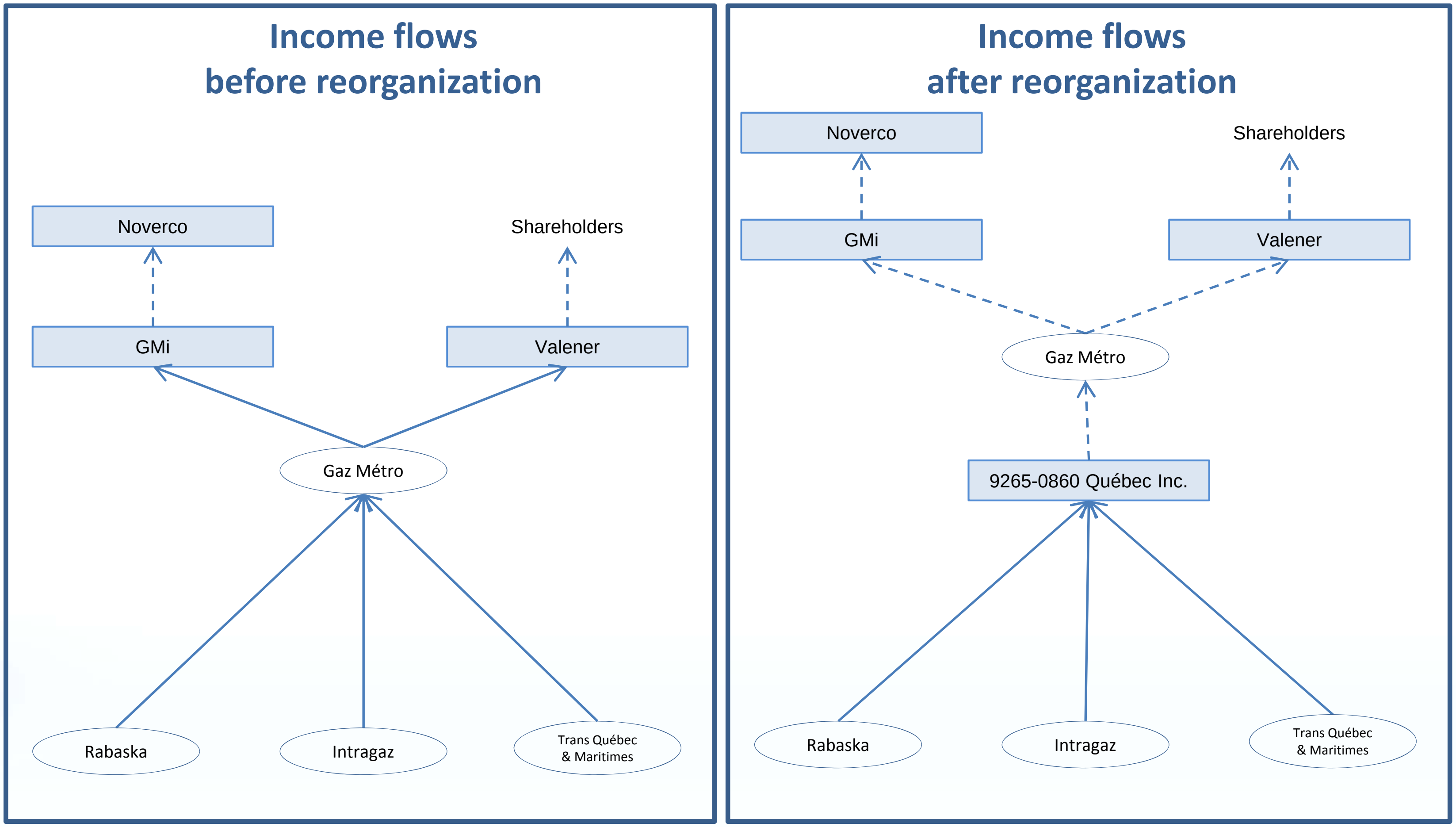
Update on growth initiatives in Vermont

Project	Details	Implications
GMP-CVPS merger	Single entity formed on October 1st, 2012	2012-2013 rate application filed and approved by VPSB Rate decrease of 0.4% as a result of synergy sharing
VGS system development project	Extension into Addison County to serve the communities of Vergennes and Middlebury	Filing for regulatory approval on December 20, 2012 Construction work expected to begin in 2014, if approved
	Expansion of Addison County's extension following agreement to supply natural gas to International Paper mill under long-term contract starting at end of 2015	Filing expected in 2013
	Overall ≈ US$100 million investments, if approved	

Tax impact of legislative measure
Creation of 9265-0860 Québec Inc.



After tax income
Before tax income
Taxable entity

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Overview of Valener's results on a recurring basis[1]

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

	3 months ended December 31		Variance
	2012	2011	
Net income attributable to common shareholders	**14.3**	10.2	4.1
Basic and diluted net income per common share	**$0.38**	$0.27	$0.11

[1] Excluding the share in non-recurring items of Gaz Métro, net of income taxes. Please refer to Non-GAAP measures in sections A and J of MD&A.

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Overview of Valener's cash flows

(in millions of dollars)

	3 months ended December 31		Variance
	2012	2011	
Cash flows related to operating activities	**10.5**	(4.3)	14.8
Change in non-cash working capital items	**4.1**	(10.8)	14.9
Distributions received from Gaz Métro	**13.3**	11.9	1.4
Investments:			
Beaupré Éole and Beaupré Éole 4	**0.5**	39.2	(38.7)
Other	**0.1**	-	0.1
	0.6	39.2	(38.6)
Dividends paid			
Common shares	**8.7**	8.8	(0.1)
Preferred shares	**1.6**	-	1.6
	10.3	8.8	1.5
Financing needs	**0.4**	52.3	(51.9)
Covered mainly by:			
Credit facility	**0.5**	44.8	

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Overview of Gaz Métro’s results

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

	3 months ended December 31		Variance
	2012	2011	
Net income attributable to Gaz Métro's Partners, on a recurring basis [(1)]	**67.8**	55.3	12.5
Net income attributable to Gaz Métro's Partners	**82.5**	54.8	27.7
Cash flows related to operating activities	**66.9**	80.2	(13.3)
Distributable cash	**(24.3)**	8.4	(32.7)
Distributions to Partners	**40.2**	35.4	4.8
Investments in development activities	**62.0**	84.8	(22.8)
Financing needs	**126.5**	111.8	14.7

[(1)] Excluding impact of non-recurring items. Please refer to Non-GAAP measures in sections A and J of MD&A.

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Gaz Métro's distributable cash
First quarter variance - fiscal 2013 vs. fiscal 2012

↓ $32.7M in distributable cash mainly due to:

$34.1M	Change in non-cash working capital items
$8.5M	Change in deferred charges and credits due mainly to charges relating to project to serve Côte-Nord region

Partly offset by:

$7.5M	Change in rate stabilization accounts due mainly to temperatures closer to normal than in first quarter of fiscal 2012

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Gaz Métro's financing needs for first quarter of fiscal 2013

Financing needs: $126.5M

Mainly for:

- Investments in wind projects in Quebec and Vermont
- Development of distribution system in Quebec and Vermont

Covered by:

- $51.4 M net increase in term credit facility
- $77.1 M net increase in long term debt (US$85M First Mortgage Bonds issued by Green Mountain Power)

Gaz Metro's business segments reclassification

Business Segments

As of September 30, 2012	As of December 31, 2012
Energy distribution	Energy distribution
Natural gas transportation	Natural gas transportation
Natural gas storage *Intragaz*	Energy production[1] *Wind projects 2 and 3* *Wind project 4*
Energy Services and other *Gaz Métro Plus* *Servitech* *CCUM* *Transport Solutions* *HydroSolution (sold)*	Energy services, storage and other *Gaz Métro Plus* *Servitech* *CCUM* *Transport Solutions* *Intragaz*
Corporate affairs and other *Wind projects 2 and 3* *Wind project 4*	Corporate affairs

(1) The Energy production segment consists of non-regulated energy production activities related to the wind farm construction projects located on the private lands of Seigneurie de Beaupré. The Energy production segment's revenues were nil as at December 31, 2012 and 2011 because the wind power projects are under construction and therefore have not yet begun to generate revenue.

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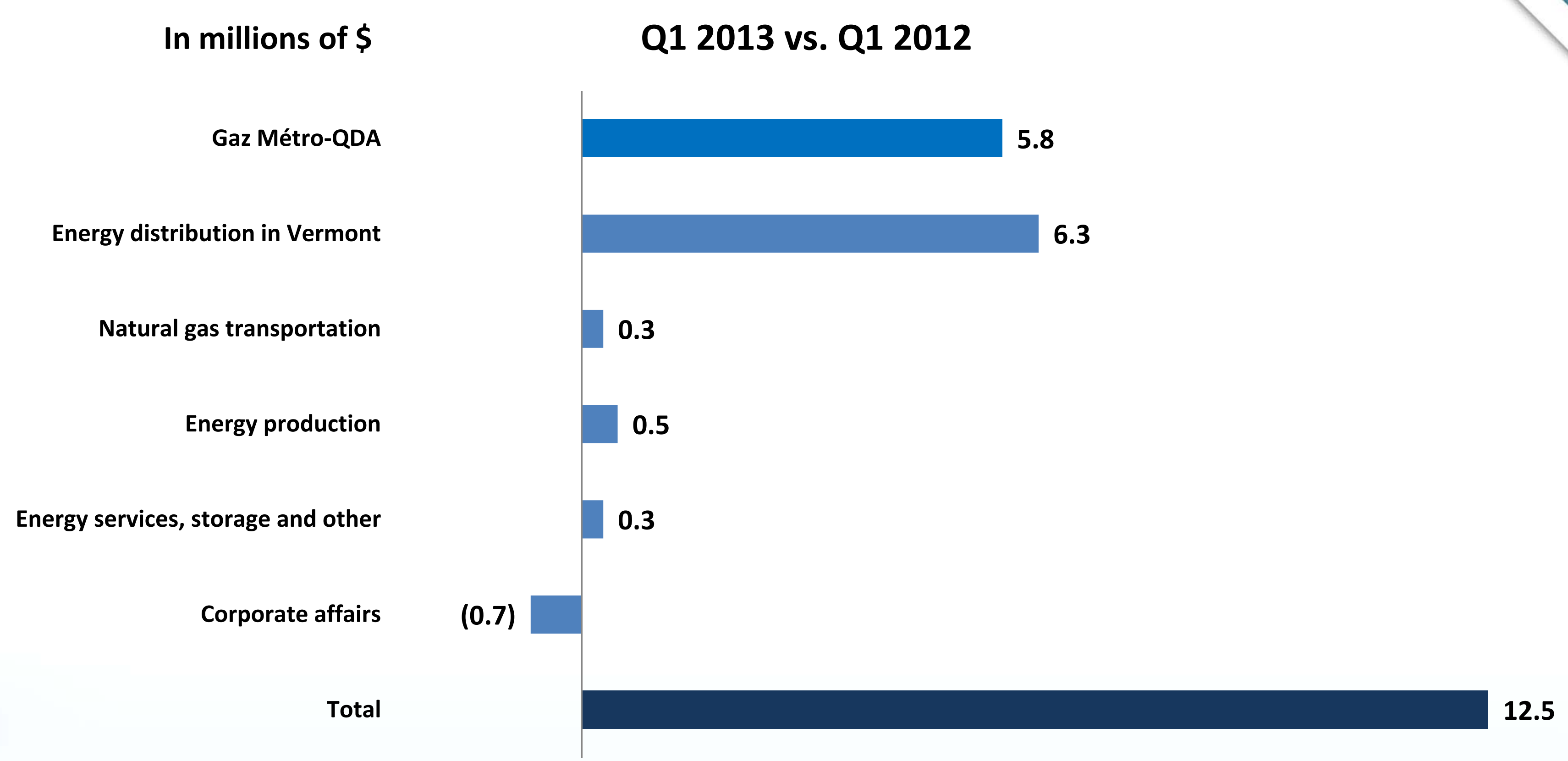
Gaz Métro's recurring net income[1] variance



[1] Net income attributable to Gaz Métro's Partners excluding non-recurring items. Please refer to Non-GAAP measures in sections A and J of MD&A.

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Gaz Métro-QDA
Billing and revenue parameters

Parameters		Fiscal Year 2012	Q1 2013
Interim rates in Q1 2013 same as in Fiscal Year 2012, pending Régie's decision on 2013 rate case			
BILLING parameters	Return on equity	9.69% Including productivity gains	9.69% Including productivity gains
	Cost of Service	2012	2012
VS			
Revenue recognition in Q1 2013 based on ROE of 8.90% in accordance with Régie's January 14, 2013 procedural decision. In addition, Q1 2013 revenues also reflect the cost-of-service parameters included in the 2013 rate case.			
REVENUE parameters	Return on equity	9.69% Including productivity gains	8.90% No productivity gains
	Cost of Service	2012	2013

$12.4M difference was recorded in a deferral account

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Recurring net income[1] variance by segment

Segment	Quarterly variance	Drivers
Gaz Métro-QDA	↑ **$5.8M**	• Timing difference between revenue recognition profile and that of costs ($2.9 million) Expected to reverse in next quarters of current fiscal year • Closer-to-normal temperatures in first quarter of fiscal 2013 as opposed to much warmer than normal temperatures in first quarter of 2012 which had resulted in revenue shortfall and higher load-balancing and transportation costs • Higher deliveries to industrial market compared to 2013 rate case ($1.2 million) Mitigated by unfavourable impact of: • Decrease in ROE and • Decrease in revenues related to GEEP performance incentive

(1) Net income attributable to Gaz Métro's Partners excluding non-recurring items. Please refer to Non-GAAP measures in sections A and J of MD&A.

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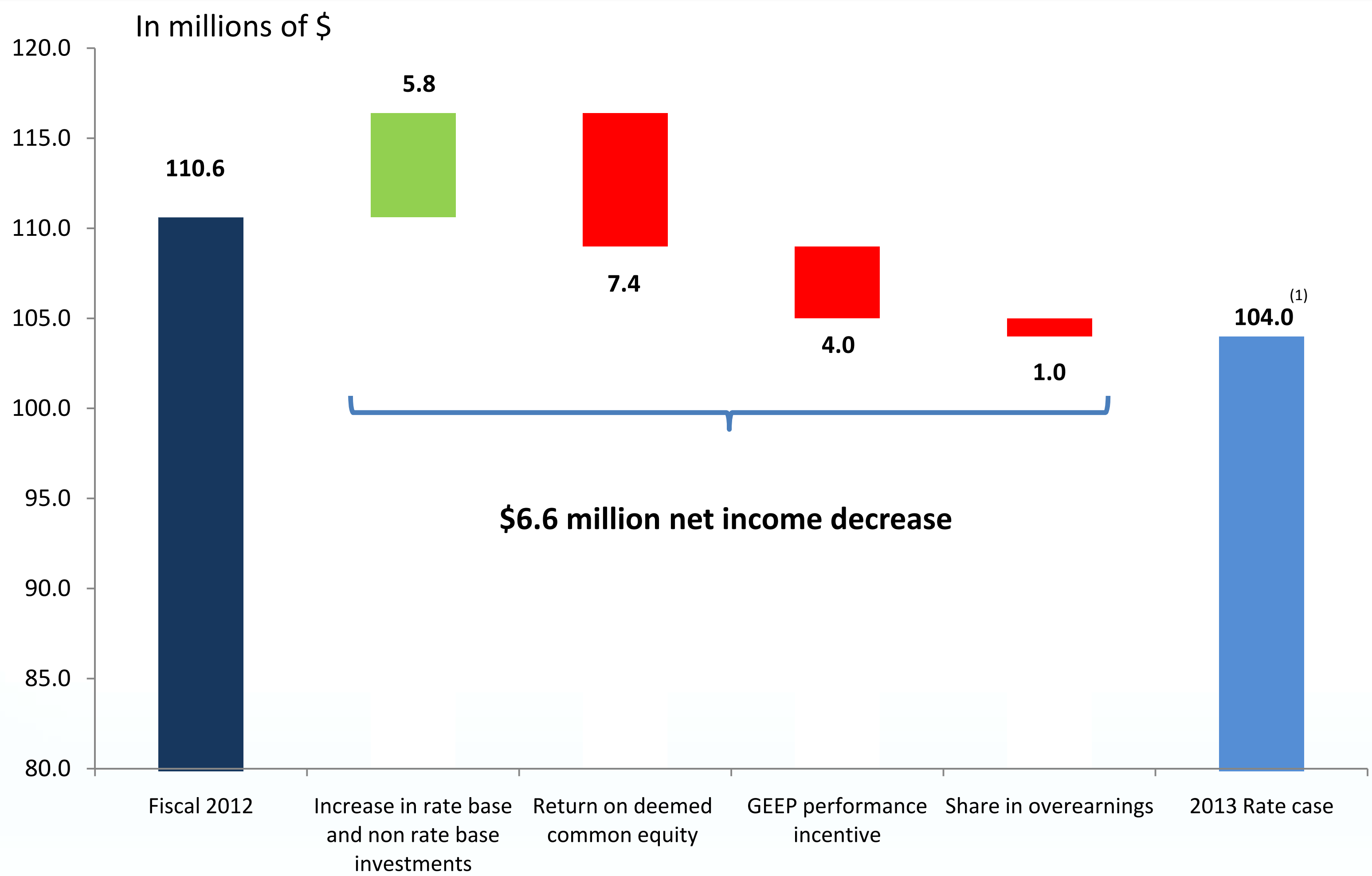
Gaz Métro-QDA
Outlook for net income



(1) 2013 rate case based on ROE of 8.90% and cost of service as filed

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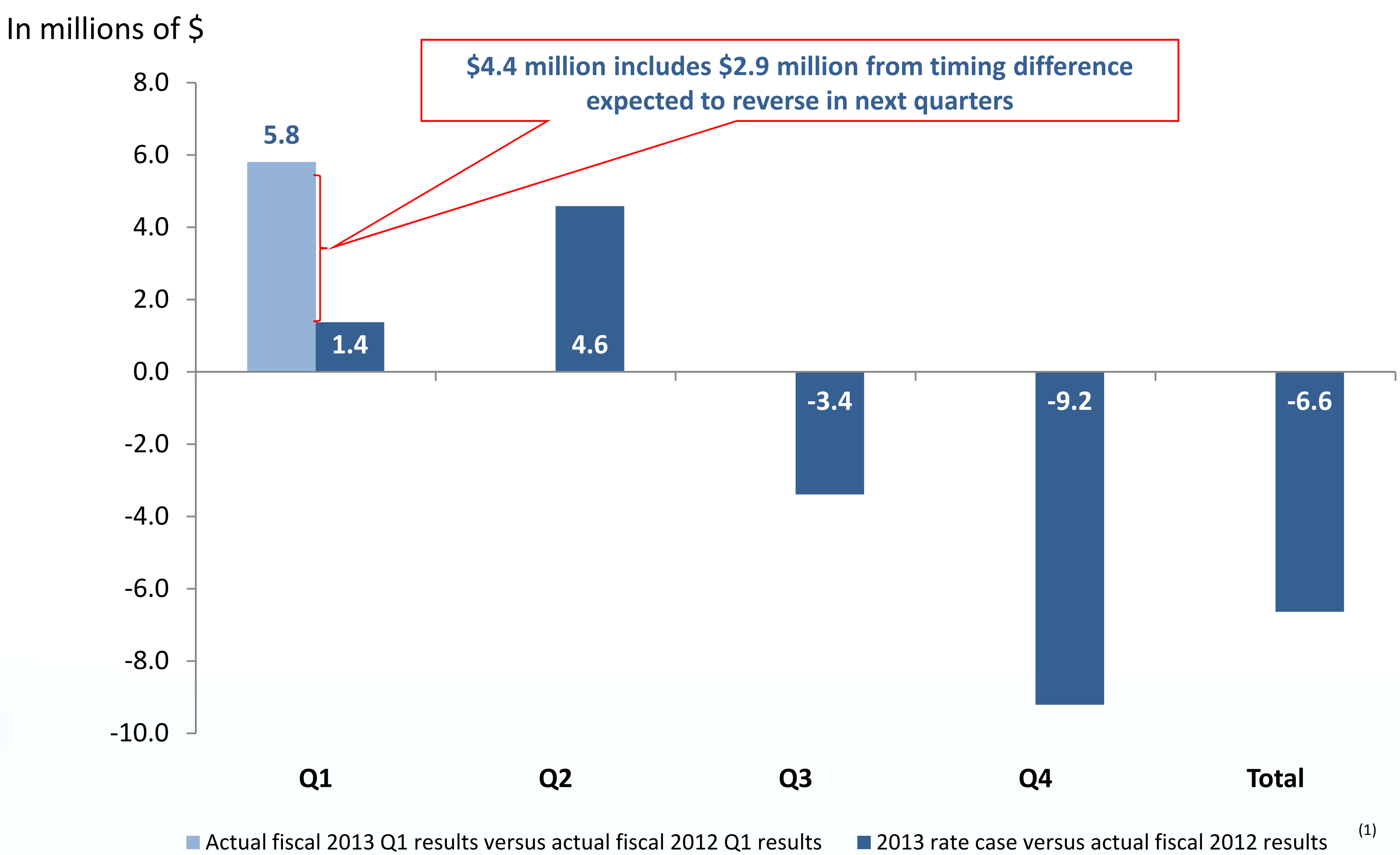
Gaz Métro-QDA
Net income variation – quarterly breakdown



(1) 2013 rate case based on ROE of 8.90% and cost of service as filed

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Recurring net income[1] variance by segment

Segment	Quarterly variance	Drivers
Energy distribution in Vermont	↑ **$6.3M**	• Higher net income of Green Mountain Power from CVPS acquisition mitigated by $1.2 million costs incurred due to Hurricane Sandy, net of portion recoverable through profit and loss sharing mechanism • Increase in share in earnings of entities subject to significant influence following CVPS acquisition ($5.5 million) Mitigated by: • Increase in financing costs resulting mainly from CVPS acquisition ($3.8 million)
Natural gas transportation	↑ **$0.3M**	• Increase in volume of natural gas transported by PNGTS Mitigated by: • Allocation of 9265-0860 Québec Inc.'s income tax expense to TQM ($1.1 million)

[1] Net income attributable to Gaz Métro's Partners excluding non-recurring items. Please refer to Non-GAAP measures in sections A and J of MD&A.

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Gaz Métro's expected cash requirements for next three quarters of fiscal 2013

		SOURCES				
		Cash flows from operations & credit facilities		LT debt	Equity in Gaz Métro	
		Gaz Métro & Others	Valener		GMi	Valener
CAPEX: Gaz Métro-QDA	~ $95M	~ $45M			~ $35.5M	~ $14.5M
Seigneurie *(Beaupré Éole and Beaupré Éole 4)*	~ $220M	~ $8M	~ $8M	~ $204M[1]		
CAPEX : VGS & GMP	~ $80M	~ $80M				
TOTAL	~ $395M	~ $133M	~ $8M	~ $204M	~ $35.5M	~ $14.5M
First Mortgage Bonds maturing in April 2013	$150M			US$200M[2]		

[1] Project financing non recourse to Gaz Métro and Valener

[2] US$200 million private placement concluded on February 5, 2013. Notes to be issued no later than April 30, 2013.

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Valener's expected cash requirements for next three quarters of fiscal 2013

		SOURCES
Investment in Gaz Métro	**~ $14.5M**	▪ Cash flows related to operating activities ▪ $200M committed credit facility
Equity injection for Seigneurie de Beaupré wind power projects	**~ $8.0M**	
TOTAL	**~ $22.5M**	

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Q&A Session

Appendix A
Consolidated net income attributable to the Partners of Gaz Métro

(in millions of dollars except for per unit figures)	2012	2011	Variance
	For the quarters ended December 31		
Energy Distribution			
Gaz Métro-QDA	**49.5**	43.7	5.8
VGS and GMP	**17.6**	7.5	10.1
Financing costs of investments in this segment [1]	**(4.9)**	(1.1)	(3.8)
	62.2	50.1	12.1
Natural Gas Transportation			
TQM, PNGTS and Champion	**4.8**	5.1	(0.3)
Financing costs of investments in this segment [1]	**(0.4)**	(1.0)	(0.6)
	4.4	4.1	0.3
Energy Production [2]			
Gaz Métro Éole and Gaz Métro Éole 4	**(0.1)**	(0.6)	0.5
Financing costs of investments in this segment [1]	**-**	-	-
	(0.1)	(0.6)	0.5
Energy Services, Storage and Other [2]			
Energy and storage	**17.7**	3.1	14.6
Financing costs of investments in this segment [1]	**(0.4)**	(0.8)	0.4
Net gain on the disposal of the interest in HydroSolution	**(14.7)**	-	(14.7)
	2.6	2.3	0.3
Corporate Affairs			
Corporate affairs	**(1.3)**	(1.1)	(0.2)
Costs related to the CVPS acquisition	**-**	0.5	(0.5)
	(1.3)	(0.6)	(0.7)
Consolidated net income attributable to the Partners of Gaz Métro, excluding non-recurring items	**67.8**	55.3	12.5
Non-recurring items	**14.7**	(0.5)	15.2
Consolidated net income attributable to the Partners of Gaz Métro	**82.5**	54.8	27.7
Basic and diluted net income per unit attributable to the Partners of Gaz Métro	**0.56**	0.43	0.13
Distributions declared per unit to the Partners of Gaz Métro	**0.28**	0.28	-

(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 entities subject to significant influence of each segment.

(2) During first quarter of fiscal 2013, Gaz Métro modified its financial reporting structure for segment disclosures given the sale of certain companies and the development of important wind power projects. Please refer to slide 14 of this presentation for further information. Last year's first-quarter figures have been reclassified to present financial information that reflects the new business segments.

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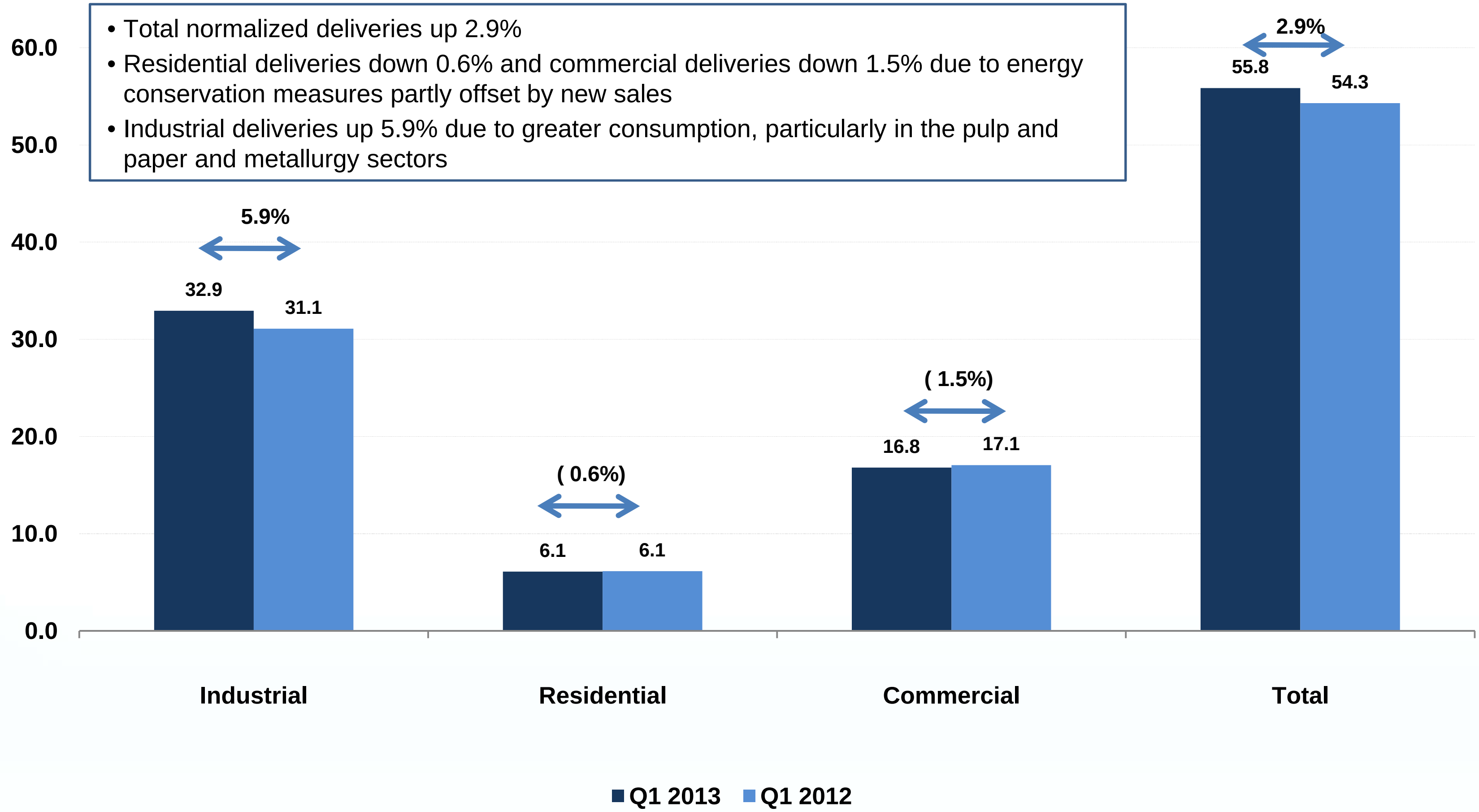
Appendix B
Gaz Métro-QDA normalized deliveries

Normalized natural gas deliveries in Quebec (in BCF)

- Total normalized deliveries up 2.9%
- Residential deliveries down 0.6% and commercial deliveries down 1.5% due to energy conservation measures partly offset by new sales
- Industrial deliveries up 5.9% due to greater consumption, particularly in the pulp and paper and metallurgy sectors



Differences due to rounding

Appendix C

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**	**65% cheaper**
Commercial & Institutional Ex.: Hospitals, schools, restaurants, etc.	**Electricity** **#2 Fuel Oil**	**Small business: 25% cheaper** **Large business: 44% cheaper** **Small business: 52% cheaper** **Large business: 65% cheaper**
Residential heating (2)	**Electricity** **#2 Fuel Oil**	**10% to 26% cheaper** **42% to 51% cheaper**

(1) As at February 1st, 2013. Current market prices.
(2) Using high efficiency equipment.

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Appendix D
Change in deferred charges and credits

Deferred charges and credits *(In millions of dollars)*	Balance as at September 30, 2012	Normalization of rate stabilization accounts	Increase in deferred charges and credits	Reduction of charges related to the cost of energy	Amortization of deferred charges and credits	Acquisition of a subsidiary	Non-cash adjustments	Balance as at December 31, 2012
Rate stabilization accounts	76.1	6.4[(1)]	-	-	(3.8)	-	(0.1)	78.6
Charges related to the cost of energy	57.8	-	36.7	(32.0)	-	-	(0.7)	61.8
Others	80.0	-	14.2	-	(4.1)	-	(9.7)	80.4
	213.9	6.4	50.9	(32.0)	(7.9)	-	(10.5)	220.8

Deferred charges and credits *(In millions of dollars)*	Balance as at September 30, 2011	Normalization of rate stabilization accounts	Increase in deferred charges and credits	Reduction of charges related to the cost of energy	Amortization of deferred charges and credits	Acquisition of a subsidiary	Non-cash adjustments	Balance as at December 31, 2011
Rate stabilization accounts	64.7	13.6	-	-	(5.9)	-	-	72.4
Charges related to the cost of energy	46.3	-	38.2	(37.8)	-	-	0.1	46.8
Others	35.0	-	4.2	-	2.3	-	36.2	77.7
	146.0	13.6	42.4	(37.8)	(3.6)	-	36.3	196.9
Change	**67.9**	**(7.2)**	**8.5**	**5.8**	**(4.3)**	-	**(46.8)**	**23.9**

[(1)] Includes $0.3 million related to Vermont Gas Systems normalization mechanism.

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