

**AUDIT COMMITTEE PROCEDURES FOR RECEIPT, RETENTION AND TREATMENT OF
COMPLAINTS REGARDING
ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS**

PURPOSE

It is the responsibility of the Audit Committee (the "Audit Committee") of the Board of Directors (the "Board") of Pipeline Management Inc. (the "General Partner"), the general partner of Inter Pipeline Fund ("Inter Pipeline"), to ensure that the General Partner has established appropriate procedures on behalf of the Inter Pipeline for:

- a. the receipt, retention and treatment of complaints received by the General Partner on behalf of Inter Pipeline regarding accounting, internal accounting controls or auditing matters; and
- b. the confidential, anonymous submission by employees of the General Partner of concerns regarding questionable accounting or auditing matters.

DEFINITIONS

"Anonymous" means unknown authorship, and without designation that might lead to information about the authorship. Anonymity is not compromised by assignment of a code or other designation with which a person can communicate without revealing their identity.

"Complaint" means any adverse information provided to the General Partner or Inter Pipeline, whether in the form of a concern, a demand for remedial action, or a report of a suspected violation of law or Inter Pipeline's policy, that relates to Inter Pipeline's accounting, internal accounting controls or auditing matters.

"Confidential" means authorized for access by only those persons who have a need to know. A need to know normally arises from an obligation to investigate or to take remedial or disciplinary action.

PROCEDURES

1. Submission and Receipt of Complaints
 - a. Both employees and non-employees may submit Anonymous Complaints.
 - b. The Chair of the Audit Committee is responsible for investigating and resolving all Complaints. The Chair of the Audit Committee is William D. Robertson. Complaints will be handled by a communications program in conjunction with the Chair of the Audit Committee. *Click here for more information on ConfidenceLine™.*
 - c. The communications program will provide a toll-free phone number, or an email service available 24 hours every day and will be staffed by an unbiased independent service provider staffed with professional investigators and interview specialists. Employees are also free to bring Complaints to their supervisor or to the Senior Legal Counsel & Secretary of the General Partner. Any Complaints so received shall be handled as Confidential and promptly forwarded to the Chair of the Audit Committee.
 - d. Non-employees may also submit Complaints by mail (or other means of delivery) to the head office of Inter Pipeline marked "Private and Confidential - Attention: Chair of the Audit Committee". Envelopes so marked shall be forwarded unopened to the Chair of the Audit Committee.

- e. Any person making a Complaint is encouraged to provide as much specific information as possible including names, dates, places and events that took place, such person's perception of why the incident(s) may be a violation, and what action such person recommends be taken.
- f. These procedures, including all contact information, shall be posted on the Inter Pipeline's website.

2. Retention of Records of Complaints

Records pertaining to a Complaint are the property of Inter Pipeline and shall be retained:

- a. in compliance with applicable laws and Inter Pipeline's document retention policies;
- b. subject to safeguards that ensure their confidentiality and, when applicable, the anonymity of the complainant; and
- c. in such a manner as to maximize their usefulness to Inter Pipeline's overall compliance or governance programs.

3. Treatment of Complaints

- a. All Complaints, whether or not received anonymously, shall be treated as Confidential.
- b. Although a person making an Anonymous Complaint may be advised that maintaining anonymity could hinder an investigation, the anonymity of the complainant shall be maintained, if permitted by law, until they indicate that they no longer wish to remain Anonymous. Any system established for exchanging information with a person making a Complaint shall be designed to maintain anonymity.
- c. The Chair of the Audit Committee shall inform the Audit Committee, in summary form or otherwise, of all Complaints received, together with an initial assessment as to the treatment of each Complaint.
- d. The assessment, investigation and evaluation of Complaints shall be conducted by, or at the direction of, the Audit Committee. As deemed appropriate by the Audit Committee, and at Inter Pipeline's expense, the Audit Committee may engage independent advisors including legal counsel or auditors other than Inter Pipeline's external auditor for the purpose of investigating or remediating any Complaint. All directors, officers and employees of the General Partner have a duty to cooperate in an investigation.
- e. Following investigation and evaluation of a Complaint, the Audit Committee shall determine any recommended disciplinary or remedial action. Recommendations of the Audit Committee shall be brought to the Board or to the appropriate members of senior management of the General Partner for authorization and/or implementation. If the action taken to resolve a Complaint is deemed by the Audit Committee to be material or otherwise appropriate for inclusion in the minutes of the Audit Committee, it shall be so noted in the minutes.
- f. The Audit Committee will regard the making of any deliberately false or malicious allegations by an employee as a serious offence which may result in recommendations to the Board or to senior management of the General Partner for disciplinary action including dismissal for cause and, if warranted, legal proceedings.
- g. Treatment of Complaints shall include taking reasonable and necessary steps to prevent further similar violations.

h. Any effort to retaliate against any person making a Complaint in good faith is strictly prohibited and shall be reported immediately to the Chair of the Audit Committee. Any allegations regarding such retaliation will be investigated and dealt with in accordance with these procedures.

4. Retention of Records of Complaints and Investigations

The Chair of the Audit Committee shall maintain a record of all Complaints, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Audit Committee. All Complaints shall be kept on file with the Chair of the Audit Committee for a minimum of 12 months and until satisfactorily resolved.

5. Amendments

The General Partner reserves the right, on behalf of Inter Pipeline, to modify or amend these procedures at any time, as it may deem necessary. These procedures are intended to supplement the procedures and directions set forth in the Code of Ethics, specifically as such procedures relate to concerns and complaints regarding accounting, internal accounting controls, auditing matters and questionable accounting or auditing matters.