

Policy on Hiring Partners and Employees of the External Auditors



POLICY ON HIRING PARTNERS AND EMPLOYEES OF THE EXTERNAL AUDITORS

1. POLICY STATEMENT

The objective of Gaz Métro inc. and Gaz Métro Limited Partnership (collectively the "Corporation") is to prepare and disclose quality financial information by, among other things:

- 1.1 maintaining a culture of integrity;
- 1.2 adopting and complying with acceptable accounting and auditing standards, based on the rules and guidelines adopted by the Canadian Securities Administrators, and using best practices as a benchmark; and
- 1.3 ensuring the external auditor is independent of the management of Gaz Métro inc. ("Management").

2. POLICY OBJECTIVE

The objective of this Policy is to establish a process for hiring current or former employees of the external auditor to fill a Financial reporting oversight role in order to ensure auditor independence is maintained.

The external auditor's independence could be compromised if the Corporation were to hire one of the external auditor's former employees, who could, by reason of their knowledge of and relationships with the external auditor, negatively impact the effectiveness and quality of an audit. A loss of independence could also occur if an employee were to be perceived as being influenced by the prospect of potential employment with the Corporation or its subsidiaries.

3. DEFINITIONS

Financial reporting oversight role: position held by a person who exercises or is able to exercise influence over i) the contents of the financial statements or ii) anyone who prepares them. Examples include a board member, the President and Chief Executive Officer, the Executive Vice President, Corporate Affairs and Chief Financial Officer, the Treasurer, the Director, Corporate Control and Budget, the Director, Internal Audit and any other person who participates in the preparation of financial statements.

Employee or partner of the external auditor who participates in audit activities: for the purposes of this policy, this term includes all of the external auditor's partners, principals and employees having participated in the audit, review or assurance engagement of the financial statements of GMi, Gaz Métro or one of their subsidiaries or joint ventures for at least 10 hours during the annual audit period.

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4. GENERAL PRINCIPLE

- 4.1. The Corporation may not hire for a Financial reporting oversight role any person who:
- (i) is an employee or partner of the present external auditor and who is participating in audit activities as part of an audit of the financial statements of GMi, Gaz Métro or one of their subsidiaries or joint ventures; or
 - (ii) was an employee or partner of the external auditor during the current fiscal year and who participated in audit activities during the current fiscal year as part of an audit of the financial statements of GMi, Gaz Métro or one of their subsidiaries or joint ventures; or
 - (iii) was an employee or partner of the present or former external auditor, and who participated in audit activities as part of an audit of the financial statements of GMi, Gaz Métro or one of their subsidiaries or joint ventures, at any time during the last completed fiscal year preceding the current fiscal year.
- 4.2. In all cases, the hiring of a partner of the present or former external auditor, who is or was responsible for the audit of the financial statements of GMi, Gaz Métro or one of their subsidiaries or joint ventures, is subject to the prior approval of the Audit Committee, regardless of the length of time that has elapsed i) since the partner was responsible for audit activities and ii) the moment the partner would be hired as an employee or consultant.
- 4.3. The external auditor may not, without the prior approval of the Corporation's Audit Committee, hire and assign the following individuals to the audit engagement of the financial statements of the Corporation, its subsidiaries or joint ventures for a period of one (1) year following the date the financial statements are filed with a concerned stock exchange or securities regulatory body:
- (a) a current employee of the Corporation who has held a Financial reporting oversight role; or
 - (b) a former employee of the Corporation who has held a Financial reporting oversight role and who was employed as such at any time during the fiscal year being reported by the external auditor.

5. ROLE OF MANAGEMENT

- 5.1. Management shall implement any other measure recommended by the Audit Committee of the Corporation to ensure the independence and integrity of the external auditor and to enable the external auditor to comply with the rules and standards governing their profession.

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5.2. Management shall take all reasonable steps to ensure compliance with the rules and guidelines of the Canadian Securities Administrators for accounting, auditing, internal controls and financial reporting.

5.3. Management shall promptly bring to the attention of the Audit Committee any violation of this Policy as well as any obstacle or impediment to its full application and use all reasonable means required to remedy the situation.

6. EFFECTIVE DATE

This procedure shall come into effect on the date it is adopted by the Audit Committee.

(Policy approved by the Audit Committee on February 6, 2014)