



**FOR IMMEDIATE RELEASE – November 16, 2011**

**PNG SPECIAL MEETING TO APPROVE THE ACQUISITION OF PNG  
BY ALTAGAS TO BE HELD ON DECEMBER 12, 2011.**

**VANCOUVER, BRITISH COLUMBIA** – Pacific Northern Gas Ltd. (TSX:PNG/PNG.PR.A) today announced that it has mailed a notice meeting and management information circular to PNG common shareholders of record in respect of the special meeting of holders of PNG's common shares to consider the proposed statutory plan of arrangement (the "Arrangement") pursuant to which AltaGas Ltd., through its wholly-owned subsidiary, AltaGas Utility Holdings (Pacific) Inc., will acquire all of the common shares of PNG.

The Board of Directors of PNG has previously approved the Arrangement and has unanimously recommended that PNG common shareholders vote in favour of the resolution approving the Arrangement. As previously announced on October 31, 2011, PNG entered into an acquisition agreement with AltaGas Ltd., under which AltaGas Utility Holdings (Pacific) Inc., its wholly-owned subsidiary, agreed to acquire all of PNG's outstanding shares at a price of \$36.75 per share in cash. PNG's largest shareholder, together with the PNG directors and senior officers who hold PNG shares have agreed to support the transaction and vote their shares in favour of the transaction. These shareholders collectively own or exercise control or direction over approximately 25% of PNG's shares on a fully diluted basis.

On November 14, 2011, PNG obtained an interim order from the British Columbia Supreme Court approving, among other things, the holding of the special meeting. The special meeting will be held on December 12, 2011 at 10:30AM (Pacific) at the Hyatt Regency Vancouver Hotel, 655 Burrard Street, Vancouver, British Columbia. The record date for determining shareholders entitled to receive notice of and vote at the special meeting has been fixed at the close of business on November 7, 2011. Subject to approval by the shareholders at the special meeting and all regulatory approvals being obtained or concluded, the hearing in respect of the final order to approve the Arrangement is currently scheduled to take place on December 13, 2011, with closing of the transaction anticipated by mid-December, 2011.

Copies of the meeting materials, including the management information circular, form of proxy and letter of transmittal, are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Shareholders who require assistance with regard to the offer are asked to consult their financial, legal or other professional advisor. For questions regarding the procedures for voting or completing transmittal documentation, shareholders are asked to please contact Georgeson Shareholder Communications Canada Inc., PNG's proxy solicitation agent, by telephone at 1-866-725-6574 toll-free in North America, 1-781-575-2168 toll-free outside of North America, or by email at [askus@georgeson.com](mailto:askus@georgeson.com).

**Forward-looking statements**

This news release contains forward-looking statements relating to the acquisition of PNG. All forward-looking statements are based on management's beliefs and assumptions based on information available at the time the assumption was made and on its experience and perception of historical trends, current conditions and expected further developments as well as other factors deemed appropriate in the circumstances. Management of PNG believe the expectations reflected in such statements are reasonable but no assurance is given that such expectations will be correct as forward-looking information is subject to various risks and uncertainties that are known and unknown, including those material risks discussed in PNG's MD&A and in its 2010 Annual Information Form. In particular, but without limitation, there are no assurances that the required regulatory approvals to close the

Arrangement will be obtained, that the other conditions to closing will be satisfied or that of the acquisition of PNG by AltaGas will be completed.

### **About Pacific Northern Gas**

Headquartered in Vancouver, British Columbia, PNG (TSX: PNG/PNG.PR.A) owns and operates natural gas transmission and distribution systems. PNG's western transmission line extends from the Spectra Energy gas transmission system north of Prince George to tidewater at Kitimat and Prince Rupert, and provides service to 12 communities and a number of industrial facilities. In the northeast, PNG's subsidiary Pacific Northern Gas (N.E.) Ltd. provides gas distribution service in the Dawson Creek, Fort St. John and Tumbler Ridge areas. Further information is available on PNG's website at: [www.png.ca](http://www.png.ca).

### **About AltaGas**

AltaGas' head, principal and registered office is located at 1700, 355 – 4<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 0J1. AltaGas is a public company trading on the Toronto Stock Exchange under the symbol "ALA". AltaGas is a geographically diverse energy infrastructure company with a focus on natural gas, power and regulated utilities, including a focus on renewable energy sources. AltaGas' existing regulated utilities serve end-users in Alberta, Nova Scotia and Inuvik, Northwest Territories. AltaGas' existing power business in British Columbia includes the Bear Mountain Wind Park near Dawson Creek, the Forrest Kerr run-of river project currently under construction in northwest B.C., the proposed McLymont Creek and Volcano run-of-river projects, also in northwest B.C. and plans for a waste heat recovery project in Sparwood, B.C.

For further information please contact:

Investor Inquiries:  
Kevin Teitge  
Vice President, Corporate Development  
& Treasurer  
(604) 691-5689

Media Inquiries:  
Greg Weeres, P.Eng.  
Vice President, Operations & Engineering  
(604) 691-5677