



# Dividend Reinvestment Plan

This Offering Circular covers shares  
of Enerplus Corporation under its  
Dividend Reinvestment Plan

OFFERING CIRCULAR REVISED JANUARY 2011



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# DRIP FAQ

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We have set out some questions and answers below to explain the main points of the Enerplus Dividend Reinvestment Plan (DRIP). Shareholders should carefully read the Offering Circular which accompanies this document before making any decisions regarding the Plan.

1. What is the Dividend Reinvestment Plan?
2. What are the main features of the Plan?
3. Who is eligible to participate in the Plan?
4. How do I become a participant in the Plan?
5. When does my participation in the Plan start?
6. How will the Plan purchase new shares of Enerplus for me?
7. What will be the price of new shares purchased under the Plan?
8. Will certificates be issued for new shares purchased?
9. How do I terminate participation in the Plan?
10. What statements will I receive under the Plan?
11. What are the income tax consequences of participation in the Plan?
12. Where can I obtain the required forms and who can I contact with any questions?

## 1. What is the Dividend Reinvestment Plan?

The Dividend Reinvestment Plan (the “Plan”) provides **residents of Canada** who hold at least one share of Enerplus Corporation (“Enerplus”) with a convenient method to reinvest the cash dividends received on shares of Enerplus into new shares of Enerplus. All shares issued under the Plan are issued from the treasury of Enerplus.

## 2. What are the main features of the Plan?

- Under the Plan, new shares are purchased monthly with reinvested dividends at a discount of 5% below the Average Market Price of the Shares (as defined in the answer to Question 7) in respect of the applicable dividend payment date.
- There are generally no service charges in connection with the new shares acquired under the Plan and, because shares are purchased directly from Enerplus, there are no brokerage fees. However, beneficial shareholders should contact their broker, investment dealer, bank, trust company or other nominee holder (each a “Nominee”) through which their shares are held to confirm what fees (if any) such Nominee may charge to enroll or participate in the Plan on their behalf.
- Full investment of participants’ dividends is possible because fractions of shares (to three decimal places), as well as whole shares, may be purchased and held for participants. In addition, dividends on fractional and whole shares held under the Plan will be reinvested in new shares.
- Registered participants will receive regular statements to assist their record keeping. Beneficial shareholders will receive such information from their Nominee holder.
- All administrative costs of the Plan are borne by Enerplus.

## 3. Who is eligible to participate in the Plan?

Any **Canadian resident** holder of at least one share of Enerplus may join the Plan at any time. **Unless authorized or otherwise announced by Enerplus, shareholders who are not residents in Canada are not eligible to participate in the Plan.**

## 4. How do I become a participant in the Plan?

If you are an eligible registered shareholder, you may enrol in the Plan at any time by duly completing an Enrolment Form and returning it to the Plan Agent no later than four (4) business days prior to the relevant dividend record date. If the Plan Agent receives an Enrolment Form after such date, the cash dividend in respect of that dividend record date will be paid to you by Enerplus in the usual manner on the corresponding dividend payment date, and your participation in the Plan will commence on the next dividend payment date. Enerplus’ dividend record dates are normally on or about the 10th day of each month, and Enerplus’ dividend

payment dates are normally on or about the 20th day of each month. If you are an eligible beneficial shareholder whose shares are not registered in your own name but are held through a Nominee, you may participate in the Plan by either: (i) having your shares transferred into and registered in your own name, or (ii) by instructing your Nominee to participate in the Plan on your behalf while maintaining the shares in the Nominee's account. Once you have enrolled in the Plan, your participation continues automatically unless terminated in accordance with the terms of the Plan.

### **5. When does my participation in the Plan start?**

You will become a participant in the Plan as of the first dividend payment date following the receipt by the Plan Agent of a duly completed Enrolment Form, either directly from you if you are a registered shareholder, or if you are a non-registered beneficial shareholder, on your behalf through the Nominee through which you hold your shares. An Enrolment Form must be received by the Plan Agent at least four (4) business days prior to a dividend record date in order to have your dividends reinvested in shares on the corresponding dividend payment date. Enerplus' dividend record dates are normally on or about the 10th day of each month, and Enerplus' dividend payment dates are normally on or about the 20th day of each month.

### **6. How will the Plan purchase new shares of Enerplus for me?**

On each monthly dividend payment date, cash dividends payable on your shares that are enrolled in the Plan will be applied automatically to the purchase of shares from Enerplus' treasury at the applicable subscription price for new shares. The Plan Agent will hold such new shares for you either in its name or the name of its nominee.

### **7. What will be the price of new shares purchased under the Plan?**

The price of new shares purchased with reinvested dividends on eligible shares pursuant to the Plan will be 95% of the Average Market Price of the shares in respect of the applicable dividend payment date. For the purposes of the Plan, "Average Market Price" means the weighted average trading price of the shares on the Toronto Stock Exchange for the 10 trading days immediately preceding a dividend payment date on which at least a board lot of such shares was traded.

## **8. Will certificates be issued for new shares purchased?**

Normally, a Direct Registration System (“DRS”) advice or certificate for new shares purchased under the Plan will not be issued. The number of shares held for you under the Plan will be shown on your statement of account or other statement received from your Nominee holder. This protects you against loss, theft or destruction of share certificates. If you are a registered shareholder, you may duly complete the withdrawal portion of the voucher located on the reverse of the statement of account provided each month to you and send it to the Plan Agent in order to have a DRS advice or share certificate issued in your name for any number of whole shares held for your account under the Plan, even though you are not terminating your participation in the Plan. If you are a beneficial shareholder who holds your shares through a Nominee, you must contact the Nominee through which your shares are held in order to have a DRS advice or share certificate issued in your name. Normally a DRS advice or certificate will be sent to you within three weeks of receipt by the Plan Agent of your written request.

## **9. How do I terminate participation in the Plan?**

If you are a registered shareholder, you may terminate your participation in the Plan at any time by duly completing the termination portion of the voucher on the reverse of the statement of account provided each month to you and sending it to the Plan Agent. If you are a non-registered beneficial shareholder, you must contact the Nominee through which your shares are held in order to terminate your participation in the Plan. If the Plan Agent does not receive the termination request form at least four (4) business days prior to a dividend record date, your termination will not be effective until after the next dividend payment has been completed.

When you terminate your participation in the Plan, or upon termination of the Plan by Enerplus, if you are a registered shareholder you will receive a DRS advice or certificate for the whole shares held for your account and a cash payment for any fraction of a share held. Any fractional share interest will be paid in cash, calculated using the Average Market Price of the shares applicable to the dividend payment date immediately preceding the effective date of termination. Normally a DRS advice or certificate will be sent to you within 3 weeks of receipt by the Plan Agent of your written request for such termination.

## **10. What statements will I receive under the Plan?**

With each monthly dividend, an unaudited statement of account will be mailed to you if you are a registered shareholder. These statements are your continuing record of purchases and should be retained for income tax purposes. In addition, if you are a registered shareholder, you will be sent annually the appropriate information for tax reporting purposes. If you are a beneficial owner of shares who is enrolled in the Plan through a Nominee, you may or may not be provided with such reports or forms from your Nominee.

## **11. What are the income tax consequences of participation in the Plan?**

It should be understood that the fact that dividends are reinvested in shares under the terms of the Plan does not relieve participants of any liability for taxes that may be payable on such amounts. To the extent that a dividend from Enerplus would be included in the income of a shareholder for the purposes of the Income Tax Act (Canada), such amount will be included in the income of shareholders who elect to reinvest such amount. The amount reinvested by shareholders (plus any cash consideration) will be added to the adjusted cost base of their shares for the purpose of computing any subsequent gain or loss thereon.

Shareholders are responsible for calculating and monitoring their own adjusted cost base in Enerplus shares for income tax purposes, as certain averaging rules may apply and such calculations may depend on the cost of other shares held by such shareholder. Beneficial owners of shares who are enrolled in the Plan through a Nominee may or may not be provided with such reports or forms from their Nominee.

You are urged to consult your tax advisor as to your particular tax position.

**12. Where can I obtain the required forms and who can I contact with any questions?**

Enrolment Forms can be found on the Enerplus website at [www.enerplus.com](http://www.enerplus.com).

Questions regarding the Plan, should be addressed to:

Computershare Investor Services Inc.

100 University Avenue, 9th Floor

Toronto, Ontario M5J 2Y1

Attention: Dividend Reinvestment Department

Telephone: 1-866-921-0978

or

Enerplus Corporation

The Dome Tower

Suite 3000

333 - 7th Avenue S.W.

Calgary, Alberta T2P 2Z1

Attention: Investor Relations

Telephone: (403) 298-2200 or 1-800-319-6462

Facsimile: (403) 298-2211

E-mail: [investorrelations@enerplus.com](mailto:investorrelations@enerplus.com)

# DRIP Offering Circular

## Purpose

This Dividend Reinvestment Plan (the “*Plan*”) enables holders (“*Shareholders*”) of common shares (“*Common Shares*”) of Enerplus Corporation (the “*Corporation*”) who are **residents of Canada** and who hold at least one (1) Common Share to reinvest cash dividends (a “*dividend reinvestment*”) paid on the Common Shares held by such eligible Shareholders and enrolled in the Plan (“*Eligible Shares*”) in new Common Shares of the Corporation at 95% of the Average Market Price of the Common Shares (as defined under “Price of New Common Shares” below). Such Common Shares are purchased directly from the treasury of the Corporation by Computershare Trust Company of Canada (the “*Plan Agent*”), who acts as agent on behalf of the Participants under the Plan. The Plan provides a way for the Corporation to issue additional equity capital to existing Shareholders resident in Canada. **Unless authorized or otherwise announced by the Corporation, Shareholders who are not residents in Canada are not eligible to participate in the Plan.**

For the purposes of the Plan, a “*Participant*” means any eligible registered holder of Eligible Shares. Eligible beneficial Shareholders (being eligible Shareholders who do not have a Common Share certificate or a Direct Registration Advice representing the electronic book-entry registered ownership of a Common Share (a “*DRS Advice*”) registered or issued in their name but hold their Common Shares through a broker, investment dealer, bank, trust company or other nominee holder (each a “*Nominee*”)) who wish to participate in the Plan must coordinate their enrollment and participation in the Plan through such Nominee.

This Plan amends, restates and supersedes the Trust Unit Monthly Distribution Reinvestment and Unit Purchase Plan of Enerplus Resources Fund (the “*Fund*”) dated May 30, 2008 (the “*Fund Plan*”). However, the Fund Plan will continue to apply to the reinvestment of the cash distributions of the Fund to be paid on or about January 20, 2011 to unitholders of record on December 31, 2010, except that such distributions will be reinvested in Common Shares.

If you were an eligible registered holder of trust units of the Fund and a participant in the Fund Plan prior to January 1, 2011, and as a result of the conversion of the Fund to a corporation on January 1, 2011 you became an eligible Shareholder who is a registered holder of Common Shares and you continue to hold such Common Shares at the relevant time, then you will be deemed to be a participant in the Plan without any further action on your part.

If you were an eligible beneficial holder of trust units of the Fund (i.e., a holder of trust units whose trust units were not registered in their own name but were instead held through a Nominee) and a participant in the Fund Plan through the Nominee holder through which you held your trust units prior to January 1, 2011, and as a result of the conversion of the Fund to a corporation on January 1, 2011 you became an eligible beneficial Shareholder and you continue to hold such Common Shares at the relevant time, you should contact such Nominee holder to confirm your continued participation in the Plan.

### **Advantages**

Under the Plan, a Participant may purchase new Common Shares of the Corporation with the cash dividends paid on the Eligible Shares which are registered in the name of the Participant. The price of Common Shares purchased with such cash dividends will be 95% of the Average Market Price of the Common Shares in respect of the applicable dividend payment date. No commissions, service charges or brokerage fees are generally payable by Participants in connection with the Plan.

Full investment of Participants' funds is possible under the Plan because the Plan permits fractions of Common Shares (to three decimal places), as well as whole Common Shares, to be purchased and held for Participants. Additionally, dividends in respect of whole Shares and fractions of Shares purchased under the Plan will be held by the Plan Agent for the Participants' accounts and automatically invested under the Plan in new Common Shares of the Corporation.

### **Administration**

The Plan Agent acts as agent for the Participants under the Plan. The Corporation promptly pays over to the Plan Agent, on behalf of the Participants, all cash dividends paid on their Eligible Shares enrolled in the Plan. The Plan Agent uses such funds to purchase new Common Shares for the Participants from the treasury of the Corporation.

New Common Shares purchased under the Plan will be registered in the name of the Plan Agent, or its nominee, as agent for Participants in the Plan.

## Participation

Any **Canadian resident holder** of at least one (1) Common Share is eligible to participate in the Plan.

Any eligible registered Shareholder may enroll in the Plan at any time by duly completing an Enrollment Form and returning it to the Plan Agent no later than four (4) business days prior to the relevant dividend record date. If the Plan Agent receives an Enrollment Form after such date, the cash dividend in respect of that dividend record date will be paid by the Corporation to the Shareholder in the usual manner on the corresponding dividend payment date, and participation in the Plan will commence on the next dividend payment date. The Corporation's dividend record dates are currently normally on or about the 10th day of each month, and the Corporation's dividend payment dates are currently normally on or about the 20th day of each month. Eligible beneficial Shareholders whose Common Shares are not registered in their own names but are held through a Nominee may participate in the Plan by either: (i) having their Common Shares transferred into and registered in their own names, or (ii) by instructing their Nominee to participate in the Plan on their behalf while maintaining the Common Shares in the Nominee's account. Once a Shareholder has enrolled in the Plan, participation continues automatically unless terminated in accordance with the terms of the Plan.

By enrolling in the Plan, a Participant directs the Corporation to forward to the Plan Agent all of the Participant's monthly cash dividends on Eligible Shares enrolled in the Plan (including all Common Shares held under the Plan) and directs the Plan Agent to invest such dividends in new Common Shares of the Corporation for the benefit of the Participant. The Plan Agent will apply such funds received under the Plan to the purchase of new Common Shares from the treasury of the Corporation.

An Enrollment Form may be completed on-line or downloaded from the Plan Agent's website at [www.computershare.com/investorcentrecanada](http://www.computershare.com/investorcentrecanada), or may be obtained by contacting the Plan Agent's National Customer Contact Centre at 1-866-921-0978. Enrollment Forms are also available on the Fund's website at [www.enerplus.com](http://www.enerplus.com).

Monthly dividends paid on Common Shares held by the Plan Agent for the account of a Participant under the Plan will be automatically reinvested in new Common Shares on each dividend payment date.

No interest will be paid to Participants on any funds held for investment under the Plan.

The Corporation reserves the right to refuse participation to any person who, in the opinion of the directors of the Corporation, is participating in the Plan primarily with a view to arbitrage trading.

### **Price of New Common Shares**

On each monthly dividend payment date, cash dividends payable on Common Shares enrolled in the Plan will be applied automatically to the purchase of Common Shares from the Corporation's treasury at the applicable subscription price for new Common Shares. The Corporation will advise the Plan Agent of the Average Market Price applicable to each dividend payment date.

The price of new Common Shares purchased with reinvested dividends on Eligible Shares pursuant to the Plan will be 95% of the Average Market Price of the Common Shares in respect of the applicable dividend payment date. For the purposes of the Plan, "Average Market Price" means the weighted average trading price of the Common Shares on the Toronto Stock Exchange for the 10 trading days immediately preceding a dividend payment date on which at least a board lot of such Common Shares was traded.

Each Participant's account will be credited with that number of Common Shares purchased for the Participant, including fractions computed to three decimal places, which is equal to the amounts to be invested for each Participant divided by the applicable purchase price.

### **Costs**

There are no brokerage commissions payable in connection with the Plan. All administrative costs of the Plan, including the fees and expenses of the Plan Agent, are borne by the Corporation. However, beneficial Shareholders should contact the Nominee through which their Common Shares are held to confirm what fees (if any) such Nominee may charge to enroll or participate in the Plan on their behalf.

## **Reports to Participants**

An account will be maintained by the Plan Agent for each Participant in the Plan. With each monthly dividend, an unaudited statement of account will be mailed to each Participant. These statements are a Participant's continuing record of purchases and should be retained for income tax purposes. In addition, each Participant will be sent annually the appropriate information for tax reporting purposes.

Participants are responsible for calculating and monitoring their own adjusted cost base in Common Shares for income tax purposes, as certain averaging rules may apply and such calculations may depend on the cost of other Common Shares held by a Participant.

Beneficial owners of Common Shares who are enrolled in the Plan through a Nominee may or may not be provided with such reports or forms from their Nominee.

## **Registration of Common Shares**

Common Shares purchased under the Plan will be registered in the name of the Plan Agent, or its nominee, as agent for Participants in the Plan, and a DRS Advice or certificates for such Common Shares will not be issued to Participants unless specifically requested.

A Participant may duly complete the withdrawal portion of the voucher located on the reverse of the statement of account provided each month to Participants and send it to the Plan Agent in order to have a DRS Advice or Common Share certificate issued in the Participant's name for any number of whole Common Shares held for the Participant's account under the Plan, even though such Participant is not terminating its participation in the Plan. Beneficial Shareholders must contact the Nominee through which their Common Shares are held in order to have a DRS Advice or Common Share certificate issued in such Shareholder's name. Normally a DRS Advice or certificate will be sent to a Participant within three weeks of receipt by the Plan Agent of a Participant's written request. Any remaining whole Common Shares and fraction of a Common Share will continue to be held by the Plan Agent or its nominee for the Participant's account under the Plan.

Accounts under the Plan are maintained in the names in which Eligible Shares were registered at the time the Participants entered the Plan. Consequently, a DRS Advice or certificates for whole Common Shares withdrawn from the Plan will be registered in exactly the same manner when issued.

Common Shares held by the Plan Agent for a Participant under the Plan may not be pledged, sold or otherwise disposed of by the Participant while so held.

### **Termination of Participation**

Participation in the Plan may be terminated by a Participant at any time by duly completing the termination portion of the voucher on the reverse of the statement of account provided each month to Participants and sending it to the Plan Agent. Beneficial Shareholders must contact the Nominee through which their Common Shares are held in order to terminate their participation in the Plan.

When a Participant terminates participation in the Plan, the Participant will receive a DRS Advice for the number of whole Common Shares held for such Participant's account and a cheque for any fraction of a Common Share held. Any fractional Common Share interest will be paid by cheque with the amount calculated on the Average Market Price of the Common Shares applicable to the dividend record date immediately preceding the effective date of termination. If the Plan Agent does not receive the termination request form at least four (4) business days prior to a dividend record date, settlement of the Participant's account will not commence until after the next dividend payment has been completed. No notice of termination will be processed by the Plan Agent between a dividend record date and the corresponding dividend payment date, and the Participant's account will not be closed until after that dividend payment date.

Participation in the Plan will be terminated automatically upon receipt by the Plan Agent of a written notice of the death of a Participant with written instructions from a person acting in a representative or fiduciary capacity and satisfactory evidence of their proof of appointment and authority to act. A DRS Advice for the number of whole Common Shares will be issued by the Corporation in the name of the deceased Participant or in the name of the estate of the deceased Participant, as appropriate, and the Plan Agent will send such DRS Advice and a cheque for any fraction of a Common Share to the legal representative of the deceased Participant.

## **Rights Offering**

In the event the Corporation makes available to its holders of Common Shares rights to subscribe for additional Common Shares or other securities, rights certificates or other evidence of such rights will be issued by the Corporation to each Participant in respect of the whole Common Shares held for a Participant's account under the Plan on the record date for such rights issue. No rights will be exercisable in respect of a fraction of a Common Share held for a Participant's account.

## **Subdivisions**

If Common Shares of the Corporation are distributed pursuant to a subdivision of Eligible Shares, such Common Shares received by the Plan Agent for Participants under the Plan will be retained by the Plan Agent and credited by the Plan Agent proportionately to the accounts of the Participants in the Plan. A DRS Advice for any Common Shares resulting from such a subdivision of Eligible Shares which are registered in the name of a Participant, rather than the name of the Plan Agent, will be sent directly to the Participant in the same manner as to Shareholders who are not participating in the Plan.

## **Shareholder Voting**

Whole Common Shares held for a Participant's account under the Plan on the record date for a vote of Shareholders will be voted in accordance with the instructions of the Participant given on a form to be furnished to the Participant. Common Shares for which instructions are not received will not be voted.

## **Responsibilities of the Corporation and the Plan Agent**

Neither the Corporation nor the Plan Agent shall be liable for any act or for any omission to act in connection with the operation of the Plan including, without limitation, any claims for liability:

- (a) arising out of failure to terminate a Participant's account upon such Participant's death prior to receipt of notice in writing of such death;
- (b) with respect to the prices and times at which Common Shares are purchased or sold under the Plan for the Participant's account;

- (c) with respect to decisions by the Corporation to raise or not issue new equity through the Plan on any given dividend payment date, or the amount of equity issued (if any);
- (d) with respect to any decision to amend or terminate the Plan in accordance with the terms hereof;
- (e) arising out of any determination made by the Corporation or the Plan Agent as to a Shareholder's eligibility to participate in the Plan, including the cancellation of a Shareholder's participation for failure to satisfy the eligibility requirements;
- (f) for any income taxes or other liabilities payable by any registered or beneficial Shareholder in connection with their direct or indirect participation in the Plan; or
- (g) arising out of any actions or responsibilities of any intermediaries acting on behalf of non-registered beneficial holders of Common Shares (i.e., Shareholders who hold their Shares through a financial institution, broker, nominee or other intermediary).

**Participants should recognize that neither the Corporation nor the Plan Agent can assure a profit or protect them against a loss on the Common Shares purchased under the Plan.**

## **Taxes**

It should be understood that the fact that dividends are reinvested in Common Shares under the terms of the Plan does not relieve Participants of any liability for taxes that may be payable on such amounts. To the extent that a dividend from the Corporation would be included in the income of holders of Common Shares for the purposes of the Income Tax Act (Canada), such amount will be included in the income of Shareholders who elect to reinvest such amount. The amount reinvested by Shareholders (plus any cash consideration) will be added to the adjusted cost base of their Common Shares for the purpose of computing any subsequent gain or loss thereon.

Shareholders are responsible for calculating and monitoring their own adjusted cost base in Common Shares for income tax purposes, as certain averaging rules may apply and such calculations may depend on the cost of other Common Shares held by such Shareholder. Beneficial owners of Common Shares who are enrolled in the Plan through a Nominee may or may not be provided with such reports or forms from their Nominee.

Participants are urged to consult their tax advisers as to their particular tax position.

### **Amendment, Suspension or Termination of the Plan**

The Corporation reserves the right to amend, suspend or terminate the Plan at any time, but such action shall have no retroactive effect that would prejudice the interests of the Participants. All Participants will be sent written notice of any such amendment, suspension or termination. In the event of termination of the Plan by the Corporation, a DRS Advice for whole Common Shares held for Participants' accounts under the Plan and cheques for any fraction of a Common Share will be remitted with due dispatch by the Plan Agent to the Participants. In the event of suspension of the Plan by the Corporation, no investment will be made by the Plan Agent on the dividend payment date immediately following the effective date of such suspension. Any amendments to the Plan are subject to the prior approval of the Toronto Stock Exchange and, where required, any other applicable stock exchange on which the Common Shares may be listed.

## **Notices**

All notices required to be given under the Plan shall be mailed to Participants at the addresses shown on the records of the Plan or at a more recent address as furnished by the Participant.

Notices to the Corporation shall be sent to:

Enerplus Corporation  
The Dome Tower  
Suite 3000  
333 - 7th Avenue S.W.  
Calgary, Alberta T2P 2Z1

Attention: Vice President, Corporate and  
Investor Relations

Telephone: (403) 298-2200 or 1-800-319-6462

Facsimile: (403) 298-2211

E-mail: [investorrelations@enerplus.com](mailto:investorrelations@enerplus.com)

Notices to the Plan Agent shall be sent to:

Computershare Investor Services Inc.  
100 University Avenue, 9th Floor, North Tower  
Toronto, Ontario M5J 2Y1

Attention: Dividend Reinvestment Department

Telephone: 1-866-921-0978

E-mail: [www.computershare.com/service](http://www.computershare.com/service)

## **Effective Date of the Plan**

The effective date of the Plan is January 1, 2011.



**enerPLUS**

DIVIDEND REINVESTMENT PLAN, JANUARY 2011

The Dome Tower  
Suite 3000, 333 - 7th Ave SW  
Calgary, Alberta T2P 2Z1

1-800-319-6462  
[investorrelations@enerplus.com](mailto:investorrelations@enerplus.com)