

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on May 15, 2013

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 3:30 pm, Mountain Time, on Monday, May 13, 2013.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com/bmo and clicking on the "Sign up for eDelivery" image at the bottom of the page.



To Vote by Fax

- Complete, sign and date the reverse hereof.
- Forward it by fax to 1-866-249-7775 for calls within Canada and the U.S. There is **NO CHARGE** for this call.
- Forward it by fax to 416-263-9524 for calls outside Canada and the U.S.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of Common Shares of ARC Resources Ltd. hereby appoint: Mac H. Van Wielingen, the Chairman of the Board of the Corporation, or, failing him, Myron M. Stadnyk, President and Chief Executive Officer of the Corporation

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of shareholders of **ARC Resources Ltd.** to be held at the Metropolitan Center, 333 - 4 Avenue SW, Calgary Alberta on Wednesday, May 15, 2013 at 3:30 PM (Mountain time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. John P. Dielwart	<input type="checkbox"/>	<input type="checkbox"/>	02. Fred J. Dymont	<input type="checkbox"/>	<input type="checkbox"/>	03. Timothy J. Hearn	<input type="checkbox"/>	<input type="checkbox"/>
04. James C. Houck	<input type="checkbox"/>	<input type="checkbox"/>	05. Harold N. Kvisle	<input type="checkbox"/>	<input type="checkbox"/>	06. Kathleen M. O'Neill	<input type="checkbox"/>	<input type="checkbox"/>
07. Herbert C. Pinder, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	08. Myron M. Stadnyk	<input type="checkbox"/>	<input type="checkbox"/>	09. Mac H. Van Wielingen	<input type="checkbox"/>	<input type="checkbox"/>

2. Appointment of Auditors

To appoint **Deloitte LLP**, Chartered Accountants, as auditors to hold office until the close of the next annual meeting of the Corporation, at such remuneration as may be determined by the board of directors of the Corporation.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

3. Advisory Vote on Executive Compensation

A resolution to approve the Corporation's Advisory Vote on Executive Compensation.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

4. Share Capital Amendment to Implement a Stock Dividend Program

A special resolution to amend the articles of the Corporation to change the rights, privileges, restrictions and conditions in respect of the Common Shares, including changes to set forth the terms and conditions pursuant to which the Corporation may issue Common Shares as payment of stock dividends declared on its Common Shares.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may properly be brought before the Meeting or any adjournment thereof, in such manner as such proxyholder, in his sole judgment may determine.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist



046414

AR2

ACYQ

