

The Corporations Act
APPLICATION FOR SUPPLEMENTARY
CERTIFICATE OF REGISTRATION



SUPPLEMENTARY CERTIFICATE OF
REGISTRATION /
CERTIFICAT SUPPLÉMENTAIRE
D'ENREGISTREMENT

07 JAN JAN 2011

Dated /
Fait le


DIRECTOR/DIRECTEUR
The Corporations Act / Loi sur les corporations

1. Name of body corporate (after continuance, change of name or amalgamation)

ARC RESOURCES LTD.

2. Date of continuance, change of name or amalgamation

January 1, 2011

3. Registered office address in current jurisdiction (include postal code)

1400, 350 - 7th Avenue SW
Calgary, AB
T2P 3N9

COMPLETE ONLY ITEM 4, 5, 6 OR 7.

4. CONTINUANCE

(a) If change of name occurred, current name on record in Manitoba

(b) Business Number

(c) New jurisdiction and governing statute

5. CHANGE OF NAME

(a) Current name in Manitoba

(b) Business Number

6. AMALGAMATION

a) Jurisdiction of amalgamation

Alberta

b) Names of all amalgamating bodies corporate

c) Business Number

(for bodies corporate registered in Manitoba)

ARC Resources Ltd.

895974236

ARC Energy Ltd.
1485275 Alberta Ltd.

ARC Petroleum Ltd.
Smiley Gas Conservation Limited

d) Business number of amalgamated corporation (if already assigned)


895974236

7. CORRECTION OF ERROR IN PREVIOUS APPLICATION

a) Business Number

b) Date of application being corrected

c) Details

Date 01/04/2011	Signature 	Office held Secretary
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Form 6

OFFICE USE ONLY

Corporation Number:

6210660

The Corporations Act
POWER OF ATTORNEY



Take notice that ARC RESOURCES LTD.

(Name of appointing body corporate)

appoints

Edward L. Warkentin, James A. Ferguson, Nigel J. Thompson and/or E. Wells Peever

(Name of attorney in full)

30th Floor, 360 Main Street, Winnipeg, MB R3C 4G1

(Business address of the attorney including street number, municipality and postal code)

its attorney in Manitoba to accept service of or be served with process in any suit or proceeding against it in the province and to receive all lawful notices for it. It authorizes the attorney to perform all necessary acts relating to the matters within the scope of this power of attorney. It declares that, until notice of the appointment of the attorney's replacement has been filed with and accepted by the Director under *The Corporations Act*, service of process or a lawful notice on the attorney is legal and binding on it.

Date 01/04/2011	Signature 	Office held Secretary
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CONSENT TO ACT AS ATTORNEY

I, Edward L. Warkentin, James A. Ferguson, Nigel J. Thompson and/or E. Wells Peever of
 (Name of attorney in full)

30th Floor, 360 Main Street, Winnipeg, MB R3C 4G1

(Business address, including street number, municipality, and postal code)

Act# B1240697833 F# 6139613
 L# 3 Power of Attorney CORP
 PA 1 @ \$30.00
 PD Visa CDN \$330.00 053427
 2011-01-07 10:33:46 AM ID 09

consent to act as the attorney for the appointing body corporate named above.

Date Jan 6 / 2011	Signature of attorney See attached schedule
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Business Number 895974236

FORM 8

OFFICE USE ONLY Corporation Number <u>6210660</u>

Page 1 of 2

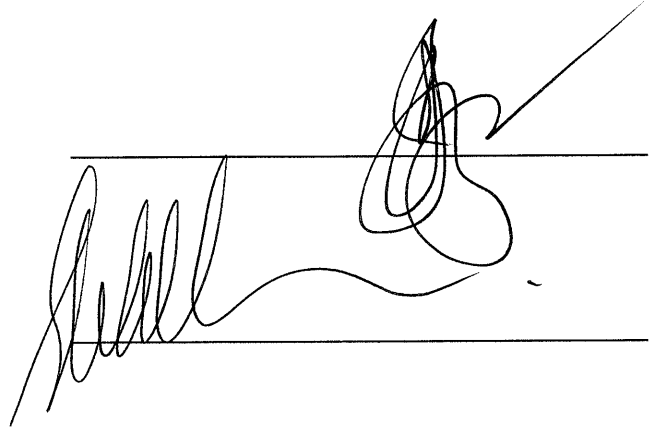
ARC Resources Ltd.

SCHEDULE TO POWER OF ATTORNEY

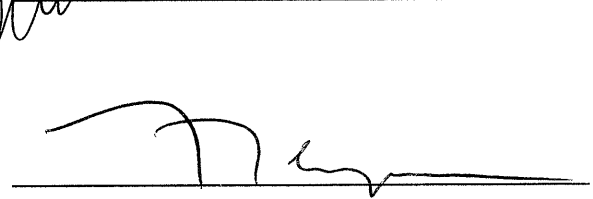
Name of Attorney

Signature

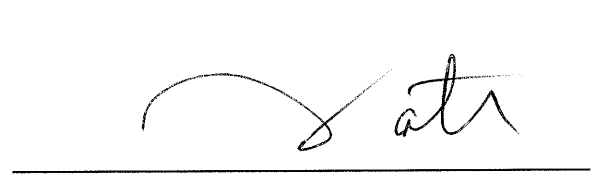
James A. Ferguson

A handwritten signature in black ink, appearing to be 'James A. Ferguson', written over a horizontal line. The signature is cursive and somewhat stylized.

E. Wells Peever

A handwritten signature in black ink, appearing to be 'E. Wells Peever', written over a horizontal line. The signature is cursive and somewhat stylized.

Nigel J. Thompson

A handwritten signature in black ink, appearing to be 'Nigel J. Thompson', written over a horizontal line. The signature is cursive and somewhat stylized.

Edward L. Warkentin

A handwritten signature in black ink, appearing to be 'Edward L. Warkentin', written over a horizontal line. The signature is cursive and somewhat stylized.



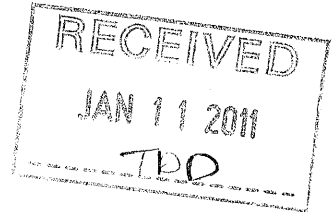
Family Services and Consumer Affairs
1010 - 405 Broadway, Winnipeg MB R3C 3L6
Telephone (204) 945-2500, Fax (204) 945-1459
Toll Free in Manitoba 1-888-246-8353, E-Mail: companies@gov.mb.ca
Website: <http://www.companiesoffice.gov.mb.ca>



Services à la famille et de la Consommation
405, Broadway, Bureau 1010, Winnipeg (Manitoba) R3C 3L6
Téléphone (204) 945-2500, Télécopieur (204) 945-1459
Interurbains sans frais au Manitoba : 1-888-246-8353
Adresse électronique : companies@gov.mb.ca
Site Web : <http://www.companiesoffice.gov.mb.ca/index.fr.html>

2011/01/10

ARC RESOURCES LTD.
AIKINS & CO LLP
30TH FLOOR-360 MAIN ST
WINNIPEG, MB, R3C 4G1



Re: ARC RESOURCES LTD.
BN/NE 89597 4236 MC 0008
(our file number/Notre numéro de dossier:6210660)

When you registered your company with the Companies Office, you already had a Business Number (BN). We have obtained an account identifier for your new registration. You may use this number whenever you need to contact us. Your BN is:

Lorsque vous avez enregistré votre entreprise auprès de l'Office des compagnies, vous aviez déjà un numéro d'entreprise (NE). Nous avons obtenu un identificateur de compte pour votre nouvel enregistrement. Vous pouvez utiliser ce numéro chaque fois que vous avez besoin de communiquer avec nous. Vos coordonnées sont les suivantes :

Business Number (BN)	Account Identifier
89597 4236	MC 0008

Numéro d'entreprise (NE)	Identificateur de compte
89597 4236	MC 0008

As you know, the first nine digits of the BN are unique to either the registrants of your business name or to your corporation. It stays the same regardless of how many or what type of government accounts you add to it. The two letters in the Account Identifier represent the program area, in this case, Manitoba Companies Office. The last four digits identify the account number within that program area.

Comme vous le savez, les neuf premiers chiffres du NE sont réservés exclusivement aux personnes qui ont enregistré votre nom commercial ou à votre corporation. Le NE demeure le même, quel que soit le nombre ou le genre de comptes gouvernementaux que vous lui ajoutez. Les deux lettres de l'identificateur de compte représentent le secteur de programmes, soit, dans le cas présent, l'Office des compagnies du Manitoba. Les quatre derniers chiffres indiquent le numéro de compte dans le secteur de programmes en question.

If you have any questions regarding this matter, please call us at (204) 945-2500 or toll free at 1-888-246-8353. You may also visit the One Business-One Number website at <http://www.gov.mb.ca/finance/onebn/>.

Si vous avez des questions au sujet des renseignements ci-dessus, veuillez composer le (204) 945-2500 ou le 1 888 256-8353 (appels sans frais). Vous pouvez aussi visiter le site web " Une entreprise, un numéro " à l'adresse www.gov.mb.ca/finance/onebn/index.fr.html.

ONE BUSINESS/ONE NUMBER
Simplifying your dealings with
Government!

UNE ENTREPRISE, UN NUMÉRO
Simplifiez vos relations avec le
gouvernement!