

ARC RESOURCES LTD.

TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER

1. Introduction

The Chief Executive Officer ("CEO") is the senior management officer of the Corporation.

2. Duties and Responsibilities

The CEO reports to the Board of Directors and has the responsibility to:

- (a) Lead and manage the Corporation within the parameters established by the Board;
- (b) Develop and recommend the strategic plan to the Board and successfully implement the corresponding annual operating plans, capital plans and other supporting initiatives;
- (c) Direct and monitor the activities of the Corporation in a manner that ensures that the assets of the Corporation are safeguarded and optimized in the best interests of the shareholders;
- (d) Develop and implement operational policies to guide the Corporation within the limits prescribed by the Corporation's by-laws and the framework of the strategic plan adopted by the Board;
- (e) Ensure the integrity of the Corporation's internal control and management systems;
- (f) Identify the principal risks of the business and ensure the implementation of systems to manage these risks;
- (g) Ensure that the Corporation achieves and maintains a satisfactory competitive position within its industry and a high standard for its products and services;
- (h) Ensure compliance with the Corporation's environment, health and safety policies and procedures;
- (i) Develop and recommend to the Board the overall corporate organizational structure;
- (j) Review the appointment and performance of senior management with the Board;
- (k) Establish and maintain an annual Board approved plan for the development and succession of senior management;
- (l) Develop and implement, with the approval of the Compensation Committee of the Board, the Corporation's employee compensation package;
- (m) Develop, manage and oversee a communication plan for the shareholders of the Corporation and act as the principal spokesperson for the Corporation;

- (n) Meet regularly and as required with the Chairman and other directors to review material issues and to ensure that the Chairman and other directors are provided with relevant and timely information;
- (o) Ensure that the Chairman and other directors have the access to management necessary to permit fulfillment of the Board's obligations;
- (p) Foster a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility; and
- (q) Seek Board approval for expenditures or transactions falling outside the guidelines approved by the Board. For this purpose, expenditures described in an approved budget may be authorized by the CEO.