

ARC RESOURCES LTD.

TERMS OF REFERENCE FOR THE VICE CHAIRMAN OF THE BOARD

1. Managing the Board

- (a) The mandate of the Board of Directors (the "Board") of ARC Resources Ltd. ("ARC") states that the Board is responsible for the stewardship of ARC and its subsidiaries. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of ARC.
- (b) In general terms the Vice-Chairman will, at the request of the Chairman, assist the Chairman in managing the affairs of the Board and its committees including assisting the Chairman in ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.

2. Relations with Shareholders, Other Stakeholders and the Public

- (a) The Vice-Chairman has the responsibility to chair the meetings of the Board in the absence of the Chairman.
- (b) In conjunction with the Chairman and CEO, ensure the Board, where applicable, is appropriately represented at official functions and meetings with major shareholders, and other stakeholder groups.

3. Independence of the Board and Board Communications with Shareholders

- (a) The Vice-Chairman shall assist the Chairman to endeavour to ensure Board leadership responsibilities are conducted in a manner that will ensure that the Board is able to function independently of management.
- (b) The Vice-Chairman shall be available to members of the Board for consultation on matters relating to the organization and functioning of the Board and its committees.
- (c) The Vice-Chairman shall assist the Chairman with Board communications to shareholders and potential shareholders.