

## **ARC RESOURCES LTD.**

### **TERMS OF REFERENCE FOR THE RESERVES COMMITTEE CHAIR**

The term "Corporation" refers to ARC Resources Ltd., the term "Board" refers to the Board of Directors of the Corporation, the term "Committee" refers to the Reserves Committee of the Board, and the term "Chair" refers to the chairperson of the Committee. The term "NI 51-101" refers to National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities and the term "Reserves Data" has the meaning ascribed thereto in NI 51-101.

#### **I. INTRODUCTION**

- A.** The Chair is appointed annually by the Board and reports to the Board.
- B.** The Chair maintains on-going communications with the Chair or Vice-Chair of the Board with regard to material issues as such issues arise from time to time.
- C.** The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Committee.
- D.** The Chair works with the Chief Operating Officer ("**COO**") and Senior Vice President, Engineering and Land ("**VP, Engineering**") of the Corporation to ensure an effective working relationship with Committee members.
- E.** The Chair maintains on-going communications with the Chief Executive Officer, COO and VP, Engineering and with such other officers and employees of the Corporation as the Chair determines appropriate, including, in particular, in relation to reports on reserves or resources for material acquisitions.
- F.** The Chair, in conjunction with the Committee, maintains ongoing communications with the Corporation's independent petroleum consultants.

#### **II. DUTIES AND RESPONSIBILITIES**

##### **A. Working With the Corporation and the Corporation's Independent Petroleum Consultants**

The Chair has the responsibility to:

- (a) lead the Committee in overseeing the work of the Corporation's Reserves Data management team and the Corporation's independent petroleum consultants;
- (b) lead the Committee in overseeing the integrity of the Corporation's Reserves Data and Reserves Data reporting process, including the Corporation's internal Reserves Data preparation controls and procedures, the preparation of the report prepared by the Corporation's independent petroleum consultants in respect of the Corporation's Reserves Data, and compliance with related legal and regulatory requirements, including NI 51-101; and
- (c) report to the Board after each Committee meeting at the Board's next meeting.

**B. Managing the Committee**

The Chair has the responsibility to:

- (a) ensure the Committee is alert to its obligations to the Board and pursuant to law;
- (b) chair Committee meetings;
- (c) establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate (provided, however, that Committee meetings shall be called by the Chair at any time or at the request of two members of the Committee);
- (d) assist the Board in its recommendation of Committee members and its review of the performance and suitability of the Committee members;
- (e) ensure the co-ordination of the agenda, information packages and related events for Committee meetings in conjunction with the VP, Engineering;
- (f) maintain a liaison and communication with Committee members, other directors and the Board Chairperson to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
- (g) in collaboration with the VP, Engineering, ensure information requested by Committee members is provided and meets their needs; and
- (h) in conjunction with the Policy and Board Governance Committee, review and assess Committee attendance, performance and compensation and the size and composition of the Committee.