

ARC RESOURCES LTD.

TERMS OF REFERENCE FOR THE SAFETY, RESERVES AND OPERATIONAL EXCELLENCE 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 Safety, Reserves and Operational Excellence 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 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 Executive Officer ("CEO") and the officers responsible for engineering, operations and production (the "Operational Officers") to ensure an effective working relationship with Committee members.
- E.** The Chair maintains on-going communications with the Chief Executive Officer and Operational Officers and with such other officers and employees of the Corporation as the Chair determines appropriate.
- F.** The Chair, in conjunction with the Committee, maintains ongoing communications with the Corporation's Independent Qualified Reserve Evaluator (the "Evaluator") or Independent Qualified Reserves Auditor (the "Auditor").

II. DUTIES AND RESPONSIBILITIES

A. Working with the Corporation

The Chair has the responsibility to:

- (a) lead the Committee in overseeing management's formulation and implementation of the policies, standards and practices with respect to health, safety, environment and sustainability;
- (b) lead the Committee in overseeing the preparation of the Corporation's public disclosure relating to its policies, standards and practices with respect to health, safety, environment, and sustainability reporting generally relating to compliance with health, safety and environmental related legal and regulatory requirements;
- (c) lead the committee in overseeing the work of the Corporation's Reserves and Resources Data management team;

- (d) lead the Committee in overseeing the integrity of the Corporation's Reserves and Resources, including the Corporation's internal Reserves and Resources Data preparation controls and procedures, and compliance with related legal and regulatory requirements, including NI 51-101;
- (e) lead the Committee in overseeing the Corporation's management team regarding the evaluation of acquisitions and other material transactions;
- (f) lead the Committee in overseeing the impact of technology advancements on improving operational performance; and
- (g) report to the Board after each Committee meeting at the Board's next meeting.

B. Working with the Corporation's Independent Qualified Reserve Evaluator or Independent Qualified Reserves Auditor

The Chair has the responsibility to:

- (a) lead the Committee in overseeing the work of the Corporation's Evaluator or Auditor;
- (b) lead the Committee in overseeing the integrity of the Corporation's Reserves and Resources other than Reserves Data and related reporting process, including the preparation of the report by the Corporation's Evaluator or Auditor in respect of the Corporation's Reserves Data and Resources other than Reserves Data, and compliance with related legal and regulatory requirements, including NI 51-101; and

C. 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 Operational Officers;
- (f) maintain a liaison and communication with Committee members, other directors and the Board Chair to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
- (g) in collaboration with the Operational Officers, 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.