



# Mandate of the Risk Committee

## Role and Objective

To assist the Directors of ARC Resources Ltd. (the "Corporation") in meeting their responsibilities to the Corporation by identifying the principal business, financial or organizational and other risks of the Corporation and its subsidiaries to ensure regular reviews of such risks and actions taken to mitigate such risks by the Board, this Committee or other Committees of the Board and to establish accountability for such mitigation. More specifically to:

- Regularly identify and review the principal business risks, including potential emerging risks, of the Corporation and the actions taken by the Corporation to mitigate the risks, including a detailed annual review of the business risk matrix document.
- Regularly identify and review the principal financial risks of the Corporation, including but not limited to changes in commodity prices, interest rates, foreign currency exchange rates and credit.
- Regularly identify and review the principal organizational risks of the Corporation.
- Regularly identify and review Information Technology, Information Systems and cybersecurity risks of the Corporation.
- Review guidelines, policies and reports from Management with respect to risk assessment, risk management and major financial risk exposures, including the processes Management uses to assess and manage the Corporation's risk and exposures. If, in the Committee's view changes in guidelines and policies are desirable, recommend such changes to the Board or Management, as applicable.
- Review the financial exposures undertaken by the Corporation together with any mitigating strategies, including hedging and insurance, and consider these in light of the corporate risk management policies approved from time to time and related internal controls. Such exposures include physical and financial positions in commodities markets (including royalty effects); derivatives strategies; capital commitments; sovereign and foreign exchange exposures; and exposure to interest rate fluctuations.
- Regularly review the activities of the Corporation's treasury and marketing groups and the financial risks arising from those activities including any proposed authorities of Management from the Board for the hedging of the exposures. Review the adequacy of the policies of the treasury and marketing groups to address these risks, including key internal controls of treasury and marketing activities and receive reports on any significant breaches of the policies.
- Review a summary report of the risk management activities including a summary of the financial derivative instruments and physical diversification activities at the end of each quarter before quarterly Board meetings.
- Review a summary of marketing transportation commitments at the end of each quarter before quarterly board meetings.
- Review, and if desirable, recommend to the board any financial commitments above Management's internal approval threshold.
- Annually review, and if desirable, recommend changes to the insurance program including coverage for property damage, business interruption and liabilities.
- Review any other significant financial exposures of the Corporation to the risk of a material financial loss including tax audits, legal claims or other activities.

- Review and approve the discussion and disclosure of risks in public documents.
- Undertake annually a review of this mandate and make recommendations to the Policy and Board Governance Committee as to proposed changes.

## Composition

- This Committee shall be composed of at least three individuals appointed by the Board from amongst its members, a majority of whom shall be independent within the meaning of Section 1.4 of National Instrument 52-110 Audit Committees.
- The Secretary to the Board shall act as Secretary of the Committee.
- A quorum shall be a majority of the members of the Committee.
- All Committee members should be free from any business or other relationship which could in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.
- Members should have or obtain sufficient knowledge of the Corporation's business and oil and gas risk management activities to assist in providing advice and counsel on the risk evaluation process and report.

## Meetings

- The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair.
- Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.
- Minutes of each meeting shall be prepared by the Secretary to the Committee.
- The President and Chief Executive Officer, the Senior Vice President and Chief Financial Officer, and such other staff as are appropriate to provide information to the Committee shall be available to attend all meetings of the Committee upon invitation by the Committee.
- The Committee may at its discretion conduct discussions with independent experts without senior management present.

## Reporting / Authority

- Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).
- Supporting schedules and information reviewed by the Committee shall be available for examination by any Director.
- The Committee shall have the authority to investigate any risk related item of the Corporation and may request any employee to cooperate.
- The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corp