

ARC RESOURCES LTD.

TERMS OF REFERENCE FOR THE CHAIR OF THE BOARD

1. The Overall Tasks and Responsibilities of the Board

The Board of Directors (the "Board") of ARC Resources Ltd. ("ARC") is responsible for the stewardship of ARC and its subsidiaries.

2. Appointment of the Chair of the Board

The Chair is appointed annually by the Board. In order to act as Chair of the Board of the Corporation, the director must be an independent director within the meaning of National Instrument 58-101.

3. Duties and Responsibilities of the Chair of the Board

- (a) The Chair shall, when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders of ARC.
- (b) The Chair's primary role is managing the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and independent of management and meets its obligations and responsibilities, including those matters set forth in the mandate of the Board of Directors.
- (c) The Chair shall endeavour to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
- (d) The Chair shall endeavour to optimize the use of an individual director's particular knowledge and competence in the Board work for the benefit of ARC. The Chair shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and ensure that clarity regarding decisions is reached and duly recorded.
- (e) The Chair, in conjunction with the Policy and Board Governance Committee, shall:
 - (i) recommend Board committee members and committee chair appointments to the Board for approval; and
 - (ii) ensure that a process is in place for the assessment of the Board, committees of the board and members of the Board.
- (f) The Chair shall endeavour to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
- (g) The Chair shall endeavour to fulfill his or her Board leadership responsibilities in a manner that will ensure that the Board is able to function independently of management. The Chair shall allow for in camera meetings of independent directors in the absence of management at every meeting of the Board. The Chair shall endeavour to establish reasonable procedures to allow for directors to engage outside advisors at the expense of the Corporation in appropriate circumstances.

- (h) With respect to meetings of directors or shareholders, it is the duty of the Chair to enforce the Rules of Order. These duties include:
 - (i) ensuring that the meeting is duly constituted;
 - (ii) ensure the meeting provides for reasonable accommodation;
 - (iii) confirming the admissibility of all persons at the meeting;
 - (iv) preserving order and the control of the meeting;
 - (v) in respect of shareholders' meetings, appointing scrutineers if requested and instruct them in their duties;
 - (vi) rule on the validity of proxies; and
 - (vii) to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting;
- (i) The Chair shall ensure that a proper notice and agenda has been disseminated, and that appropriate accommodations have been made for all Board and shareholder meetings.

4. Relationship with Chief Executive Officer

- (a) The Chair shall work with the Chief Executive Officer ("CEO") to ensure effective relations with the members of the Board, shareholders, other stakeholders and the public.
- (b) The Chair shall act as the principal sounding board for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships.
- (c) The Chair shall communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.

5. Review of Position Description

The Chair of the Board shall meet at least annually or more frequently, if required, with the Policy and Board Governance Committee to review and consider refinement of the position description for the Chair.