

**Mandate of the Reserves Committee:** To assist the Directors of ARC Resources Ltd. ("ARC") in meeting their responsibilities to ARC and ARC Energy Trust (the "Trust") as follows:

- Review the qualifications, experience, availability of staff, reserve audit approach and costs of independent engineering firms available to report on the quality and value of the Trust's oil and natural gas reserves, annually.
- Review the Trust's internal procedure in supplying historical volume and operating cost data to the independent engineering firm to be used as the basis along with other variables for future projections.
- Review major assumptions and resulting outcomes used by the independent engineering firm in preparation of their report on the Trust's reserves.
- Undertake an annual review of reserve revisions with the Senior Vice-President and Chief Operating Officer and the independent engineering firm.
- 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.
- 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 qualify to be members to the Committee under National Instrument 51-101 and should be free from any business or other relationship which could reasonably be seen to interfere with the exercise of any such member's independent judgment.
- Members should have or obtain sufficient knowledge of the Trust's business and oil and gas reserve evaluations to assist in providing advice and counsel on the reserve evaluation process and report.

### **Meetings**

- The Committee shall meet at least two 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 Chief Executive Officer shall be available to attend all meetings of the Committee upon invitation by the Committee.

- The Senior Vice-President and Chief Operating Officer and such other staff as are appropriate to provide information to the Committee shall be available to attend meetings upon invitation by the Committee.
- The Committee may at its discretion conduct discussions with independent engineering firms 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 reserve related item of the Trust 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 ARC.