

Mandate of the Human Resources and Compensation Committee: To assist the Directors of ARC Resources Ltd. ("ARL") in meeting their responsibilities to ARL and ARC Energy Trust (together "ARC") by reviewing and, as appropriate, approving:

- Overall human resource policies, trends and/or organizational issues including in respect of recruitment, performance management, compensation, benefit programs, resignations/terminations, training and development, succession planning and organizational planning and design.
- Compensation, including cash compensation consisting of salary and bonuses, and the number of LTIP units awarded for all ARC staff including the officers of ARC but excluding the Chief Executive Officer ("CEO").
- In consultation with the Board, undertake an annual performance review with the CEO, and review the CEO appraisal of Officers' performance. The Committee shall review and provide recommendations to the Board of Directors on the compensation of the CEO.
- Employment contracts or other major agreements for ARC's employees.
- Report to Unitholders annually in the Report of the Compensation Committee.
- 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 or another individual as selected by the Committee 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 direct or indirect material relationship being one that could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.
- Members should have or obtain sufficient knowledge of the Corporation's human resource policies and procedures including, but not limited to, the compensation and benefit plans and pension plans to assist in providing advice and counsel on human resource issues.

Meetings

- The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair.
- Effective 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 CEO shall be available to attend at all meetings of the Committee upon invitation by the Committee.
- Members of senior management as well as individuals representing Human Resources and such other staff as appropriate to provide information to the Committee shall attend meetings upon invitation by the Committee.

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 human resource activity 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 ARC.
- The Committee has the authority to approve amendments to this Mandate without Board of Directors approval provided that such amendments are minor or administrative in nature.