

MANDATE**BOARD OF DIRECTORS OF ALTAGAS LTD.****I. CONSTITUTION**

- A. The Board of Directors of AltaGas Ltd. (the “Corporation”) is constituted in accordance with the Articles and By-laws of the Corporation as amended from time to time and in accordance with the *Canada Business Corporations Act* (the “Act”) as amended from time to time.
- B. The Board of Directors of the Corporation will act in accordance with the Articles and By-laws of the Corporation as amended from time to time and in accordance with the Act and other applicable legislation as amended from time to time.
- C. This mandate shall not be taken to create a higher duty or increase the liability of the Corporation, its Board of Directors, or any of its Directors or management, beyond that otherwise provided by applicable law. The identification, management and delegation of the business and affairs of the Corporation contained in this mandate, committee mandates and any other delegation of authority are intended to improve the process of corporate governance.

II. MEMBERSHIP AND ORGANIZATION

- A. The Articles of the Corporation provide for a minimum and a maximum number of Directors. In addition, the Articles provide for the ability of the Directors to appoint one or more Directors between annual meetings of the Shareholders.
- B. Nominations for the position of Director are in accordance with the Articles and By-laws of the Corporation and the Act. Nominees for Directors are initially considered and recommended by the Governance Committee of the Board of Directors, approved by the Board of Directors and elected annually by the Shareholders.
- C. The Board of Directors must be composed of a majority of members who have been determined by the Board of Directors to be independent. A Director is independent if the Director has no direct or indirect relationship with the Corporation that could, in the view of the Board, be reasonably expected to interfere with the exercise of a Director’s independent judgment.
- D. The Board of Directors may delegate certain of their responsibilities to committees of the Board of Directors. The responsibilities of the committees will be set forth in a mandate for each committee, as determined by the Board of Directors from time to time.

III. MEETINGS

- A. The Board of Directors shall convene at such times and places as determined by the Board of Directors, or as required by the By-laws or the Act. In addition, the Board of Directors shall convene at the request of the Chairman, the Lead Director (if any), any officer of the Corporation or any Director or as otherwise set forth in the By-laws.

- B. Notice of the time, date and place of each meeting of the Board of Directors shall be given to each Director in accordance with the By-laws and the Act.
- C. A quorum of the Directors at any meeting necessary for the transaction of business shall be as set forth in the By-laws.
- D. The Board of Directors will meet at least quarterly and, in addition, once annually to review long-term and strategic planning for the Corporation, and a budget for the financial year.
- E. The independent Directors will meet on a regular basis in the absence of management and non-independent Directors.

IV. DUTIES AND RESPONSIBILITIES

- A. The Board of Directors has plenary power. Any responsibility not delegated to management or a committee of the Board of Directors remains with the Board of Directors.
- B. The Board of Directors, in accordance with the Articles, the By-laws and the Act, affirms its mandate and general power to manage and supervise the management of the business and affairs of the Corporation and assumes responsibility for the overall stewardship of the Corporation.
- C. In discharging its general powers and responsibilities and fulfilling its mandate, the Board of Directors oversees the development, adoption and implementation of the Corporation's strategies and plans. In addition to its general powers and responsibilities, the Board's responsibilities include:
 - 1. Establishing a code of business ethics, encouraging a culture of ethical business conduct throughout the organization and monitoring compliance with the code of business ethics by the directors, officers and employees of the Corporation and its subsidiaries;
 - 2. Participating in the Corporation's strategic planning process on an annual basis, including an examination of the opportunities and risks of the business of the Corporation and its subsidiaries;
 - 3. Identifying and understanding the principal risks associated with the Corporation's business and reviewing and approving the implementation of systems to manage such risks;
 - 4. Overseeing management development and succession planning through the Human Resources and Compensation Committee of the Board of Directors;
 - 5. Establishing policies for communicating with Shareholders and others and for receiving comment from Shareholders and others;
 - 6. Reviewing the effectiveness of the Corporation's internal control and management information systems;

7. Developing the Corporation's approach to governance through the Governance Committee of the Board of Directors;
 8. As requested by the Board of Directors, overseeing finance, accounting, audit, financial risk and financial control matters through the Audit Committee of the Board of Directors;
 9. Overseeing environment, occupational health and safety matters through the Environment, Occupational Health and Safety Committee of the Board of the Directors; and
 10. The general review of the Corporation's results of operations, including the evaluation of the general and specific performance of the Chief Executive Officer and management.
- D. The Board of Directors is responsible for establishing policies to ensure effective, timely and non-selective communications between the Corporation, its Shareholders, other stakeholders and the public. The Board of Directors, or the appropriate committee thereof, will review and approve the content of the Corporation's major communications to Shareholders and the investing public, including the quarterly and annual reports, the management information circular, the annual information form and any prospectuses that may be issued. The Board of Directors will establish policies for receiving communications from its Shareholders, other stakeholders and the public.
- E. The Board of Directors is responsible for establishing the mandates, roles and responsibilities of the Committees of the Board of Directors and the Chairs of each Committee and for delineating the responsibilities of the Chairman, Lead Director (if any), Chief Executive Officer and management. The Board of Directors will review this mandate at least once annually.