

MANDATE**HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF ALTAGAS LTD.****I. CONSTITUTION**

The Board of Directors (the “Board”) of AltaGas Ltd. (“AltaGas” or the “Corporation”) has established a Human Resources and Compensation Committee (the “Committee”) to serve as the Human Resources and Compensation Committee of the Board. Such Committee shall be in compliance with the guidelines for corporate governance of The Toronto Stock Exchange (“TSX”) and any regulatory or legal authority having jurisdiction over AltaGas.

The Committee shall supervise the development of the overall human resources and compensation policies of AltaGas and its affiliates and shall be responsible for continuing assessment of human resources and compensation matters.

II. MEMBERSHIP

Following each annual meeting of the shareholders of AltaGas, the Board shall elect from its members not less than three (3) Directors to serve on the Committee (the “Members”). The Members and the Chair of the Committee are nominated and elected by the Board.

- A. No member of the Committee shall be an officer or employee of the Corporation or any subsidiary or affiliate of AltaGas. The Committee shall be comprised entirely of independent Directors and shall not include any Director appointed by virtue of contractual right. A Director is independent if the Director has no relationship with AltaGas which could, in the view of the Board of Directors, reasonably interfere with the exercise of a Director’s independent judgment.

Any Member may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a Director of the Corporation. Each Member shall hold office until the Member resigns or is replaced, whichever first occurs.

The Board will appoint a Member as Chair of the Committee on an annual basis.

The Corporate Secretary of the Corporation shall be secretary to the Committee unless the Committee directs otherwise.

III. MEETINGS

The Committee shall convene at such times and places as designated by its Chair or whenever a meeting is requested by a Member, the Board, or an officer of the Corporation. A minimum of twenty-four (24) hours’ notice of each meeting shall be given to each Member. The Corporate Secretary of the Corporation and members of management of the Corporation or any subsidiary or affiliate of the Corporation shall attend whenever requested so to do by a Member.

A meeting of the Committee shall be duly convened if all Members are present, or at least two of the Members are present. Members may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Member participating in such a meeting by any means is deemed to be present at that meeting.

In the absence of the Chair of the Committee, the Members may choose one (1) of the Members to be the Chair of the meeting.

The Committee will hold in camera sessions with management as may be deemed appropriate by the Members.

Minutes shall be kept of all meetings of the Committee by the Corporate Secretary of the Corporation or designate of the Corporate Secretary of the Corporation.

IV. DUTIES AND RESPONSIBILITIES

The Committee shall, as permitted by and in accordance with the requirements of the *Canada Business Corporations Act*, the Articles and By-laws of the Corporation and any legal or regulatory authority having jurisdiction, address, on behalf of the Board, all material matters of a human resources and compensation nature, including, but not limited to, the following main subject areas:

- i. Appointments of senior management, executives and officers and their compensation, including termination arrangements as applicable;
- ii. Philosophy and principles for compensation programs, including the design and application of material compensation programs, related structures, and executive share ownership guidelines;
- iii. Staff incentive and perquisite programs;
- iv. Annual salary adjustment pools/budgets;
- v. Pension/benefit programs;
- vi. Talent development, retention strategies, and succession plans for officers and other critical staff;
- vii. Performance evaluation and compensation / benefits of the CEO and employees reporting directly to the CEO;
- viii. Certain matters relating to collective agreements with unions;
- ix. Pension fund governance/administration;
- x. Human Resources Policy Framework;
- xi. The Human Resources and Compensation Committee Report for publication in applicable disclosure documents.

V. COMMITTEE TIMETABLE

The major activities of the Committee will be outlined in an annual schedule.