

GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF ALTAGAS LTD.**I. PURPOSE**

The Board of Directors (the “Board”) of AltaGas Ltd. (“AltaGas” or the “Corporation”) has established a Governance Committee (the “Committee”) to serve as the Governance Committee of the Board. The Committee is responsible for performing such duties as delegated by the Board to assist the Board in fulfilling its oversight role primarily in respect of the Corporation’s governance framework, succession planning initiatives for the Board, its committees and for subsidiary boards, and corporate social responsibility.

II. MEMBERSHIP

The Board shall elect from its members not less than three (3) Directors to serve on the Committee (the “Members”) and shall appoint one such Member as Chair of the Committee.

- No Member shall be an officer or employee of the Corporation or any subsidiary or affiliate of AltaGas.
- Every Member must be independent (in accordance with National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators and, if AltaGas is at such time required to file reports under section 15(d) of the United States *Securities Exchange Act of 1934*, the rules of the SEC) and not a Director appointed by virtue of contractual right.

Each Member shall hold office until the Member resigns or is replaced, whichever first occurs. 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. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Governance Committee, provided that the proposed Member meets the above criteria.

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

III. MEETINGS

The Committee shall convene no less than four times per year at such times and places as designated by its Chair or whenever a meeting is requested by a Member, the Board, the Chair of 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. Members may waive notice of the meeting in any manner, including through their attendance at the meeting. Members of management of the Corporation or any subsidiary or affiliate of the Corporation shall attend whenever requested to do so by a Member. The Committee shall have the right to determine who shall be present at any time during a meeting of the Committee.

A meeting of the Committee shall be duly convened if a majority 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 such means is deemed to be present at that meeting.

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

The Committee will hold *in camera* sessions 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 a designate of the Corporate Secretary, as approved by the Chair.

IV. DUTIES AND RESPONSIBILITIES OF THE CHAIR

The Chair is responsible for:

1. providing leadership to the Committee and assisting the Committee in reviewing and monitoring its responsibilities;
2. working with management on the development of agendas;
3. ensuring, to the extent possible, the Committee has sufficient information to properly discharge its duties and responsibilities;
4. presiding over meetings and ensuring such meetings are conducted in an efficient, effective and focused manner;
5. working with the Chair of the Board on shareholder engagement initiatives led by the Board;
6. advising the Committee of any matters brought to the Chair's attention;
7. facilitating information sharing with other Board committees as required to address matters of mutual interest or concern; and
8. reporting to the Board on the activities, recommendations and decisions of the Committee after each meeting.

V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee is hereby delegated by the Board, 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, the authority to perform the following functions:

Nominating Directors and Succession Planning

1. Review matters related to succession planning for Directors and subsidiary board directors, including:
 - a. the process for identifying, recruiting and appointing new Directors;
 - b. the competencies, skills and attributes required for effective Board function;
 - c. the establishment of targets, aspirational or otherwise, with respect to diversity criteria;
 - d. the criteria that warrant a request by the Board for the retirement of a Director or which should act to disqualify a Director from re-election (including, but not limited to, the level of attendance at, or participation in, meetings of the Board or a committee thereof, or a change in the affiliation or employment of a Director); and
2. Identify, consider and recruit individuals qualified and suitable to become directors, having regard to the criteria established by the Committee.
3. Make recommendations to the Board in respect of potential candidates for nomination to the Board.
4. Review orientation and development programs for Directors.

Board and Committee Composition

5. Recommend to the Board for approval, the appropriate size of the Board.
6. Approve the appropriate standard to adopt when determining the independence and financial literacy or expertise of a Director, and annually conduct an assessment.
7. Recommend to the Board for approval, the appropriate committees to be established, and the composition of each committee.
8. Approve the process and practices for assessing performance of the Board, its committees and individual Directors and annually assess such performance.

Director Compensation

9. Review and recommend to the Board for approval, director compensation.
10. Review and recommend to the Board for approval, any amendments to the Corporation's Deferred Share Unit Plan.
11. Approve equity ownership requirements for Directors and monitor the progress made by Directors in meeting their equity ownership targets.

Governance and Corporate Social Responsibility

12. Annually review the Corporation's approach to corporate governance.
13. Monitor and assess the relationship between the Board and management to ensure the Board is functioning independently of management.
14. Review and recommend to the Board for approval, the Corporation's Code of Business Ethics (COBE) and the key policies of the Corporation referenced therein.

15. Monitor processes for compliance with the COBE and receive regular reports relating to compliance.
16. Annually review the governance guidelines, the mandates of the Board and each committee, the position descriptions for the Chair and CEO, and recommend changes to the Board for approval.
17. Review and recommend to the Board for approval any public disclosure documents containing information relating to the Committee's mandate including, but not limited to, the Corporation's annual information form, management information circular and ESG report.
18. Oversee the Corporation's compliance with applicable legislative, regulatory and other standards relating to corporate governance or corporate social responsibility.
19. Review management's periodic reports on current trends, emerging issues, legislative developments and best practices relating to corporate governance and corporate social responsibility and sustainability.
20. Review management's implementation of the Corporation's social responsibility strategy and identification of risks relating thereto, as well as policies and programs to monitor and measure performance.
21. Review reports on material corporate social responsibility matters including in relation to stakeholder relations, community involvement, shareholder engagement and corporate and political spending.
22. Approve the material terms of any Impacts and Benefits Agreements, or other similar agreements, with any Indigenous peoples.
23. Review and report to the Board on shareholder proposals made that are to be included in the management information circular prepared in connection with the annual meeting of shareholders.

Risk Oversight

24. Review policies, practices and agreements relating to the indemnification of directors and officers by AltaGas and its subsidiaries, and oversee all payments made pursuant to such indemnities.
25. Review the amount and terms of any insurance to be obtained or maintained with respect to potential liabilities incurred by Directors or officers in the discharge of their duties and responsibilities and make recommendations to the Audit Committee.

General

26. Review, approve or make recommendations in respect of any other matters considered necessary or appropriate in the context of the mandate of this Committee, or otherwise delegated to it by the Board from time to time.

VI. COMMITTEE TIMETABLE

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

VII. OUTSIDE EXPERTS AND ADVISORS

The Committee shall exercise authority and utilize resources as appropriate to discharge the duties and responsibilities of the Committee hereunder including, as deemed necessary by the Committee, authority to select, retain, terminate and approve terms of engagement, including fees, for special counsel, experts or consultants, without seeking approval of the Board or management.

Approved by the Board on October 29, 2019.