

STIKEMAN ELLIOTT

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BY SEDAR

May 30, 2016
File No. 119655-1091

Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
The Office of the Superintendent Securities, Consumer, Corporate and Insurance
Services Division, Office of the Attorney General (Prince Edward Island)
New Brunswick Financial and Consumer Services Commission
Office of the Superintendent of Securities, Service Newfoundland & Labrador

CONSENT

Dear Sirs/Mesdames:

Re: AltaGas Ltd.
Prospectus Supplement dated May 30, 2016

We refer to the prospectus supplement dated May 30, 2016 (the “**Prospectus Supplement**”) of AltaGas Ltd. (“**AltaGas**”) in connection with the offering of up to 14,685,000 common shares in the capital of AltaGas under a base shelf prospectus dated August 10, 2015 (together with the Prospectus Supplement, the “**Prospectus**”).

We hereby consent to the references to our firm name in the Prospectus Supplement, and to our opinions set out under the heading “Eligibility for Investment”, which opinion is provided as of the date of the Prospectus Supplement.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from our opinion referred to above or that is within our knowledge as a result of the services we provided in connection with such opinion.

This is a consent contemplated by Section 10.1 of National Instrument 41-101 – *General Prospectus Requirements*, and to the extent permitted by law we disclaim any liability beyond the statutory liability provisions of Canadian securities legislation applicable to the Prospectus Supplement.

CALGARY
VANCOUVER
TORONTO
MONTREAL
OTTAWA
NEW YORK
LONDON
SYDNEY

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This letter is solely for the information of the addressee set forth above in connection with the Prospectus Supplement and is not to be relied upon by any other party or for any other purpose.

Yours truly,

"Stikeman Elliott LLP"

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