

2018 Internal Auditing Charter & Mission Statement

Mission Statement

Internal Auditing's mission is to provide independent, objective assurance and consulting services designed to add value and improve CNX Resources Corporation's (CNX) operations. The Internal Auditing Department helps the organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness and efficiency of risk management, control, and governance processes.

Charter

A Message from Nicholas J. Deluliis

"This information describes the role of CNX Resources Corporation's Internal Audit function. Briefly stated, Internal Auditing's mission is to provide independent, objective assurance and consulting services designed to add value and improve CNX Resources Corporation's operations. The Internal Auditing Department helps the organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

The company's success depends to a great extent on the effectiveness of internal controls to safeguard assets and to assure reliable records and data for internal business usage and other internal/external reporting requirements. Internal Auditing activities help ensure that our controls have been designed properly and operate effectively. Through audits, investigations, and consulting services, Internal Audit safeguards the reputation of CNX Resources Corporation by ensuring that all employees are held to the highest standards.

In fulfilling its role, Internal Auditing has the full support of the Board of Directors, the Audit Committee, and CNX Resources Corporation Management. Internal Auditing reports administratively to the Executive Vice President and Chief Financial Officer, and functionally to the Audit Committee of the Board of Directors. It has unrestricted access to all records, information and personnel necessary to perform audits; and all employees are expected to cooperate fully with our professional audit staff in this regard."

*Nicholas J. Deluliis
President and Chief Executive Officer*

Forward

CNX Resources Corporation must maintain a system of internal controls that provide reasonable assurance that reported operating data is accurate and reliable, that assets are properly protected, and that the company complies with all applicable laws and regulations. Corporate business ethics standards and procedures, including the annual employee survey, are an integral part of the internal control environment.

CNX Resources meets this obligation through a comprehensive system of internal controls. This system of internal controls is designed to provide for the protection of assets against loss from unauthorized use or disposition, and for the reliability of financial records for preparing financial statements and maintaining accountability for assets.

The cornerstone of the system is a Code of Business Conduct that requires employees to maintain the highest ethical standards in their conduct of business affairs. This system is also based on a requirement that all accounts and records be documented in a manner that clearly describes the true nature of business transactions, assets, liabilities, or equity; and, properly and timely classifies and records entries in the financial records in conformity with generally accepted accounting principles.

The systems of internal control are monitored by an extensive program of internal auditing which reviews business activities on behalf of CNX Resources Corporation Management and the Board of Directors.

Objective & Scope

Internal Auditing undertakes a comprehensive analyses and appraisals of all phases of business activities and provides management with appropriate recommendations and pertinent comments concerning the activities reviewed. The internal audit department may perform advisory and related consulting service activities, the nature and scope of which will be agreed with the management, provided the internal audit department does not assume management responsibility. All work performed is predicated on relative risk of the business activities and potential exposure to the company. This exposure may be in areas such as processing errors, inefficiencies, non-compliance with policy or legal requirements, and fraud. The scope of this work includes, but is not limited to the following:

- Reviewing and appraising the soundness and adequacy of accounting, financial and operating controls and procedures, and promoting their cost-effective use.
- Reviewing the extent of compliance with established policies and procedures.
- Determining that resources are used efficiently, effectively and are adequately protected.
- Determining that risks are appropriately identified and managed.
- Reviewing compliance with the Code of Business Conduct and in coordination with appropriate legal, safety, controllers & human resources, or outside security personnel, conducting investigations regarding potential frauds, conflicts of interest, and other improprieties.
- Providing advisory assistance to operating management as may be requested from time to time.
- Evaluating the reliability and timeliness of financial and operating data developed within the organization and the means used to measure, classify, and report such data.

Authority & Responsibility

In order to conduct the foregoing activities, CNX's Chief Audit Executive directs a continuing, comprehensive program of internal reviews throughout the company, including subsidiaries and affiliated companies, and, as appropriate, partnerships, joint ventures, licensees, contractors, vendors, distributors and other such business relationships. An annual internal audit plan is developed using a

risk-based methodology, including any risk or control concerns identified by management, and submitted to the audit committee for review and approval as well as periodic updates. The Chief Audit Executive has the obligation to pursue matters to whatever level of management is necessary to achieve a satisfactory resolution. In discharging its responsibility, Internal Auditing will appropriately coordinate its activities with those of the external auditors, including assurance that audit coverage is comprehensive and that unnecessary duplication of effort does not occur.

In performing their functions, internal auditors shall have no direct responsibilities for, nor authority over any of the activities reviewed. Therefore, the review and appraisal by Internal Auditing does not, in any way, relieve other persons throughout the company of the responsibilities assigned to them.

Internal Auditing has full and unrestricted access to any company activities, records, physical properties, and personnel relevant to subjects under review.

Independence & Objectivity

Independence and objectivity are essential to the effectiveness of Internal Auditing. The Chief Audit Executive reports administratively to the executive vice president and chief financial officer, and functionally to the audit committee of the board of directors. In addition, the Chief Audit Executive has the right and obligation to report at any time directly to any member of CNX management or to the audit committee on any matter, which should be brought to their attention.

In order not to compromise the objectivity of the internal auditors, they will not be responsible for the development or installation of accounting or control procedures, nor will they prepare accounting records or engage in any other activity, which they would normally review and appraise. Objectivity is not adversely affected, however, by recommending standards of control to be applied in the development of new systems or policies and procedures under review. In addition, this objectivity is not adversely affected by the evaluation of existing systems and recommendations for modifications and improvements thereto in order to improve control and/or enhance operational effectiveness.

Professional Standards

In meeting its responsibility to provide appropriate service to all levels of CNX management, Internal Auditing will maintain the highest professional and ethical standards and develop administrative policies and procedures that are cost-effective. Accordingly, Internal Auditing's policies and procedures have been designed to be consistent with the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics as published by The Institute of Internal Auditors. Such standards require high ethical conduct from auditors, as follows:

- Integrity: The integrity of internal auditors establishes trust and thus provides the basis for reliance on their judgment. The Rules of Conduct state that Internal Auditors:
 - Shall perform their work with honesty, diligence, and responsibility.
 - Shall observe the law and make disclosures expected by the law and the profession.

- Shall not knowingly be a party to any illegal activity, or engage in acts that are discreditable to the profession of internal auditing or CNX Resources Corporation.
- Shall respect and contribute to the legitimate and ethical objectives of CNX Resources Corporation.
- **Objectivity:** Internal auditors exhibit the highest level of professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined. Internal auditors make a balanced assessment of all the relevant circumstances and are not unduly influenced by their own interests or by others in forming judgments. The Rules of Conduct state that Internal Auditors:
 - Shall not participate in any activity or relationship that may impair or be presumed to impair their unbiased assessment. This participation includes those activities or relationships that may be in conflict with the interests of CNX Resources Corporation.
 - Shall not accept anything that may impair or be presumed to impair their professional judgment.
 - Shall disclose all material facts known to them that, if not disclosed, may distort the reporting of activities under review.
- **Confidentiality:** Internal auditors respect the value and ownership of information they receive and do not disclose information without appropriate authority unless there is a legal or professional obligation to do so. The Rules of Conduct state that Internal Auditors:
 - Shall be prudent in the use and protection of information acquired in the course of their duties.
- **Competency:** Internal auditors apply the knowledge, skills, and experience needed in the performance of internal audit services. The Rules of Conduct state that Internal Auditors:
 - Shall engage only in those services for which they have the necessary knowledge, skills, and experience.
 - Shall perform internal audit services in accordance with the International Standards for the Professional Practice of Internal Auditing.
 - Shall continually improve their proficiency and the effectiveness and quality of their services.

In an effort to monitor compliance with the Institute of Internal Auditors Professional Practices Framework, which includes the International Standards for the Professional Practice of Internal Auditing and Code of Ethics (Standards). CNX's Chief Audit Executive is required to develop and maintain a quality assurance and improvement program that covers all aspects of the internal auditing activity and continuously monitors its effectiveness. A periodic independent external validation of this assurance and improvement program is required to enable the internal auditing function to assert conformance with the Institute of Internal Auditors Standards.

External Audit Coordination

The Chief Audit Executive is responsible for establishing and maintaining a program of optimizing audit coordination and cooperation with the external auditors. The program of coordination should include but not be limited to:

- A system of joint planning to assure adequate and proficient total audit coverage without unnecessary duplication.
- Provision for internal auditing review and follow-up of the adequacy of management attention given to the external auditor's management letters and audit recommendations.