

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF CNX RESOURCES CORPORATION**

This Charter governs the Audit Committee (the "Committee") of the Board of Directors (the "Board") of CNX Resources Corporation (the "Company").

1. Purpose. The primary purposes of the Committee are to: (i) assist with Board oversight of (1) the integrity of the Company's financial statements; (2) the Company's compliance with legal and regulatory requirements; (3) the independent auditor's qualifications and independence; and (4) the performance of the Company's internal audit function and independent auditors; and (ii) prepare the report required by the rules of the Securities and Exchange Commission ("SEC") to be included in the Company's proxy statement.
2. Membership. The Committee shall be composed of at least three directors, each of whom must be independent as affirmatively determined by the Board consistent with the independence criteria set forth in the New York Stock Exchange Listed Company Manual, or any applicable law or regulation, and the Company's Corporate Governance Guidelines. All members of the Committee must be financially literate or become financially literate within a reasonable time after appointment to the Committee. At least one member of the Committee shall be an "audit committee financial expert," as that term is defined by the SEC, as determined by the Board in its business judgment. Committee members and the Chairperson shall be nominated by the Nominating and Corporate Governance Committee and appointed by a majority of the Board for one-year terms until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office. Generally, no Committee member may serve simultaneously on the audit committees of more than three public companies without a specific Board determination that such service will not impair the ability of such Committee member to effectively serve on the Committee.
3. Meeting and Procedures.
 - a. *Operation of the Committee*. The Committee shall meet as often as it may deem necessary and appropriate, but in no event less than quarterly. A majority of the members of the Committee shall constitute a quorum.
 - b. *Responsibility and Authority Relating to Independent Auditor and External Advisers*. The Committee shall (i) be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors (including resolution of disagreements between management and auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, which independent auditors shall report directly to the Committee and (ii) have the sole authority to engage independent counsel and other advisers as it determines necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for compensation to the independent auditors and any advisers employed by the Committee as set forth herein, and for ordinary administrative expenses that are necessary or appropriate for carrying out the Committee's duties.
 - c. *Reports to the Board*. The Committee shall report regularly to the Board.
 - d. *Performance Review*. The Committee shall review and assess annually its performance, and report the results to the Board.
 - e. *Review of Charter*. The Committee shall review and assess annually the adequacy of this Charter and, if appropriate, recommend changes to the Board.

4. Duties and Responsibilities. The Committee shall:

- a. *Periodic Meetings with Management and Auditors.* Periodically meet separately with management, internal auditors, and independent auditors, and review (i) significant accounting principle and financial statement presentation issues, including significant changes in accounting principles and issues with the adequacy of the Company's internal controls and any of material control deficiencies; (ii) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative GAAP methods; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- b. *Review of Financial Statements and Earnings.* Review and discuss with management and the independent auditors the Company's annual audited and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and discuss the Company's earnings, press releases and any other financial information and earnings guidance (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information) provided to analysts and rating agencies.
- c. *Risk Assessment and Management.* Discuss policies with respect to risk assessment and risk management.
- d. *Annual Report from Independent Auditors.* At least annually, obtain and review a report by the independent auditors describing: (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits performed by the firm, and any steps taken to deal with any such issues; and (iii) in order to assess the firm's independence, all relationships between the firm and the Company.
- e. *Review of Audit Problems and Difficulties.* Review with the independent auditors any audit problems or difficulties, and management's response to the same.
- f. *Policies on Hiring.* Set clear policies for the hiring by the Company of employees or former employees of the independent auditors.
- g. *Procedures for Complaints and Concerns.* Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- h. *Other Activities.* Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's By-laws, and governing law, as the Committee or the Board deems necessary or appropriate.

Effective: November 28, 2017