

**PENN VIRGINIA RESOURCE GP, LLC**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

The Board of Directors (the “Board”) of Penn Virginia Resource GP, LLC (the “Company”) has established the Nominating and Governance Committee (the “Committee”) of the Board. The Company serves as the general partner for Penn Virginia Resource Partners, L.P. (the “Partnership”), a Delaware limited partnership.

**Purposes**

The purposes of the Committee are:

1. To identify individuals qualified to become Board members consistent with criteria approved by the Board;
2. To recommend to the Board the director nominees for election at the Company’s Annual Meetings of Limited Partners or for appointment to fill vacancies and to recommend to the Board the individual to serve as chairperson of the Board; provided, however, that the Committee is not required to select and recommend for nomination those directors, if any, who are required by contract or otherwise to be nominated by third parties;
3. To develop and recommend to the Board appropriate corporate governance principles and to assist the Board in implementing those principles;
4. To oversee the evaluation of the Board through its annual review of the performance of the Board and its committees;
5. To confirm that the Compensation and Benefits Committee evaluates the performance of the Chief Executive Officer (the “CEO”) and reviews with the CEO his or her evaluation of the performance of the other executive officers of the Company; and
6. To perform such other functions as the Board may assign to the Committee from time to time.

**Membership**

The Committee shall consist of at least three members. Each member of the Committee shall be “independent” as defined by New York Stock Exchange listing standards. The Board shall appoint the members of the Committee. One of the members shall serve as the chairperson of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of a majority of the Committee. The Board may remove or replace the chairperson or any other member of the Committee at any time.

**Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the

generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

***Governance Principles.***

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance principles; and at least annually, review and consider the adequacy and effectiveness of those principles and recommend any proposed changes to the Board.

***Selection and Evaluation of Directors.***

2. The Committee shall actively seek individuals qualified to become director nominees of the Company for recommendation to the Board. The Committee shall select individuals as director nominees based on the following criteria: such individuals' professional, business and industry experience, ability to contribute to the Company's business and willingness to commit the time and effort required of a director of the Company. The Committee may also consider whether and how an individual's views, experience, skills, education or other attributes may contribute to the diversity of the Board. Nominees must also possess good judgment, strength of character, a reputation for integrity, personal and professional ethics and an ability to think independently while contributing to a group process.
3. At least annually, the Committee shall
  - consider and confirm whether or not each director and each prospective director of the Company is independent and shall advise the Board of such confirmation.
  - consider and confirm that each member of the Compensation and Benefits Committee is (a) independent as defined by New York Stock Exchange listing standards and Securities and Exchange Commission rules and regulations, (b) a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, as amended, and shall advise the Board of such confirmation; and
  - consider and confirm that each member of the Audit Committee is independent as defined by New York Stock Exchange listing standards and Securities and Exchange Commission rules and regulations.

The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause such director or prospective director not to qualify as an independent, outside or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.

***Oversight of Board and Confirmation of Management Evaluation.***

4. The Committee shall oversee the evaluation of the Board and confirm that the Compensation and Benefits Committee evaluates senior management of the Company at such times as it deems appropriate, but not less than annually, and provide recommendations to the Board. In connection herewith, the Committee shall
  - receive Board evaluation comments from all directors at or after the end of each fiscal year and report to and discuss with the Board the results of such evaluations;
  - confirm that the chairperson of each committee reports to the Board about the committee's annual evaluation of its performance and evaluation of its charter; and
  - confirm that the Compensation and Benefits Committee evaluates the performance of the CEO and reviews with the CEO his or her evaluation of the performance of the other senior management of the Company.

***CEO Succession.***

5. The Committee shall assist the non-employee directors in establishing policies regarding succession of the CEO in the event of an emergency or retirement of the CEO. Each year, the Committee shall work with the Board and the CEO to evaluate potential successors to the CEO.

***Retention of Consultants.***

6. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm.

**Procedures**

***Meetings.*** The Committee shall meet at the call of its chairperson, two or more members of the Committee or the chairperson of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or the Company's limited liability company agreement.

***Quorum and Approval.*** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting in which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

***Rules.*** Except as expressly provided in this Charter, the Company's certificate of formation, limited liability company agreement or corporate governance principles, the

Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

***Minutes and Reports.*** The Committee shall maintain minutes of its meetings and shall make regular reports of these meetings to the Board.

***Review of Charter.*** Each year, the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

***Performance Evaluation.*** Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

***Fees.*** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member, or chairperson, of the Committee.

### **Effective Date of Nominating and Governance Committee Charter**

This Charter was approved by the Board on October 24, 2011.