

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

1.0 MANDATE

The Nominating & Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Dominion Diamond Corporation (the "Company") to:

- (a) Manage the corporate governance system for the Board of Directors of the Company (the "Board").
- (b) Assist the Board in fulfilling its duty to meet the applicable legal, regulatory and self- regulatory business principles and applicable codes of best practice of corporate behaviour and conduct for comparable issuers.
- (c) Recommend to the Board the director nominees to be put before the shareholders at each annual meeting.

2.0 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

2.1 Governance Responsibilities

The Committee shall:

- (a) Act in an advisory capacity to the Board.
- (b) Develop and recommend to the Board for approval a corporate governance system applicable to the Company and monitor the effectiveness of the corporate governance system regularly and recommend changes to the Board.
- (c) Review on a periodic basis, and recommend to the Board for approval any changes as are required in respect of: (i) the Corporate Governance Guidelines; (ii) the Charters of the various Board committees; (iii) Guidelines, Responsibilities, or position descriptions with respect to the Board, the Chair of the Board, the Chair of a Board Committee and the Chief Executive Officer; and (iv) all policies relating to good governance of the Company, including, as of the date of this Charter, the *Majority Voting Policy*, the *Board of Director's Diversity Policy*, the *Corporate Authorization Policy*, the *Enterprise Risk Management (ERM) Policy*, the *Code of Ethics & Business Conduct*, the *Disclosure, Confidentiality & Employee Trading Policy*, the *Insider Trading Policy*, the *Whistleblower Protection Policy*, the *Corporate Security Policy*, the *Corporate Donations Policy*, the *Reserves & Resources Policy*, the *Information Technology Policy*, and the *Incentive-Based Compensation Clawback Policy*, and report to the Board on all decisions in respect of each of the foregoing (such review and changes to be made in conjunction with the relevant committees).
- (d) Review any significant ethics related contraventions of the Company's regulations or policies.
- (e) Evaluate the Chair of the Board and report to the Board in respect thereof.
- (f) Review the relationship between management and the Board and make recommendations with respect to such relationship where and when it is deemed appropriate.

- (g) Be available as a forum for addressing the concerns of individual directors.
- (h) Prepare annually for disclosure to the shareholders, a report which describes the Company's corporate governance practices to be included in the Company's management proxy circular
- (i) Conduct an annual performance review of the Committee.

2.2 *Review of Effectiveness of the Board*

The Committee shall:

- (a) Review policies governing Board size and composition, and make recommendations to the Board in respect of same as appropriate.
- (b) Recommend to the Board the selection criteria to be used by the Committee in selecting candidates for nomination to the Board based on such considerations as the Committee may consider appropriate.
- (c) Identify individuals qualified to become new directors and recommend to the Board new nominees for election by shareholders or for appointment by the Board to fill any vacancy on the Board based on such selection criteria and individual characteristics.
- (d) Review annually the credentials of nominees for re-election as directors against the established selection criteria as well as intervening developments relating to conflicts of interest, changes in occupation and issues of independence.
- (e) Establish a succession plan for the Board to maintain the appropriate balance of skills and experience.
- (f) Recommend to the Board the allocation and removal of Board members to and from the various committees of the Board.
- (g) Oversee the evaluation of the Board by considering the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual members.
- (h) Upon receipt of notification from a director that he or she has: (a) joined or resigned from another public company's board of directors; or (b) significantly changed his or her primary employment or occupation (any such event shall be referred to as a "Status Change"), re-evaluate the appropriateness of the continuing membership of the director on the Board in light of the Status Change and recommend to the Board the appropriate action, if any, to be taken with respect to such director.

2.3 *Director Orientation*

The Committee shall determine the most appropriate orientation and education program for new members of the Board and of the Board's various committees and the continued development of all members of the Board.

2.4 *Directors and Officers Insurance*

The Committee shall on an annual basis review the Directors and Officers Insurance program, approve any changes as deemed appropriate with respect to such review and report to the Board on all decisions in respect thereof.

2.5 *Additional Matters requiring Committee Approval and Recommendation to the Board*

The Committee shall review, approve and recommend to the Board for final approval:

- (a) The management proxy circular except for financial information contained therein which is the responsibility of the Audit Committee and executive compensation disclosure which is the responsibility of the Human Resources & Compensation Committee.
- (b) The annual information form except for financial information contained therein which is the responsibility of the Audit Committee, and scientific and technical information provided by or derived from the report of a “qualified person”.
- (c) The adoption, amendment or repeal of by-laws and articles of incorporation of the Company.
- (d) Any material amendments to any joint venture agreement to which the Company, or any subsidiary or affiliate of the Company is a party.

2.6 Relationship with the Chief Executive Officer

The Committee shall, generally, discuss with the Chief Executive Officer before making recommendations to the Board, except where the Committee deems it inappropriate or not in the Company’s best interest to do so.

3.0 OPERATION OF COMMITTEE

3.1 Reporting

The Committee shall report to the Board following each meeting of the Committee.

3.2 Composition of Committee

The Committee shall consist of not less than three directors, all of whom shall qualify as independent directors (in accordance with Section 1.4 of National Instrument 52-110 *Audit Committees*).

3.3 Appointment of Committee Members

Members of the Committee shall be appointed by the Board at the first meeting of the Board held after the annual general meeting of shareholders to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

3.4 Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

3.5 Chair

The Committee will recommend a member of the Committee to be Chair of the Committee to the Board for approval. The Chair of the Committee shall be appointed by the Board. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

The Chair presiding at any meeting shall not have a casting vote.

3.6 Secretary

The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Company. The Secretary shall keep minutes of the meetings of the Committee.

3.7 *Committee Meetings*

The Committee shall meet at least semi-annually at the call of the Chair. In addition, a meeting may be called by any director of the Company.

Committee meetings may be held in person, by video-conference, by telephone or by any combination of any of the foregoing.

3.8 *Notice of Meeting*

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A Committee member may in any manner waive notice of the meeting. Attendance of a Committee member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

3.9 *Quorum*

A majority of Committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.

3.10 *Attendance at Meetings*

The Chief Executive Officer is expected to be available to attend meetings of the Committee, but a portion of every meeting will be reserved for in-camera discussion without the Chief Executive Officer, or any other member of management, being present.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

3.11 *Minutes*

Minutes of Committee meetings shall be sent to all Committee members following each meeting of the Committee.

3.12 *Engaging Outside Resources*

The Committee has the authority to (a) engage outside advisors, as it deems advisable, at the expense of the Company, to permit it to carry out its duties, and (b) approve the arrangements (including, fees and other retention terms) in respect of such services with such outside advisors.

APPROVED by the Board of Directors of Dominion Diamond Corporation on the 9th day of March, 2017.