

COMMITTEE CHAIR GUIDELINES & RESPONSIBILITIES

1.0 GENERAL

These Committee Chair Guidelines & Responsibilities (the “Guidelines”) have been implemented by the Board of Directors (the “Board”) of Dominion Diamond Corporation (the “Company”) to provide a detailed description of the guidelines and responsibilities of the chair of each committee of the Board.

2.0 APPOINTMENT

The chair of each committee of the Board is appointed by the Board at the first meeting of the Board following the annual meeting of shareholders each year. The chair of a committee must always be an independent director (in accordance with Section 1.4 of National Instrument 52-110 *Audit Committees*).

3.0 RESPONSIBILITIES

The chair of each committee shall manage the business of the committee and ensure that the committee’s activities are consistent with, and fulfill, the committee’s mandate. In addition, the chair of each committee shall:

- (a) In consultation with the Chair of the Board, the Secretary of the Company and members of senior management, as appropriate, determine the dates and locations of meetings of the committee.
- (b) Require the committee to meet as many times as necessary for the committee to carry out its duties and responsibilities effectively.
- (c) Ensure that an annual work plan is prepared for the committee.
- (d) Regularly review progress on the work plan with the committee, and report that progress to the Board.
- (e) In consultation with the Chair of the Board, the Corporate Secretary of the Company and members of senior management, as appropriate, review the meeting agendas to ensure all required business is brought before the committee to enable the committee to carry out its duties and responsibilities.
- (f) Report to the Board at its next meeting following any meeting of the committee or the signing of a written resolution evidencing a decision or recommendation of the committee.
- (g) Ensure that the committee has access to such members of senior management as may be required by the committee.
- (h) Ensure any required disclosures or reports are properly filed in a timely way.
- (i) Provide leadership to enable the committee to act as an effective team in carrying out its responsibilities.
- (j) Strive to ensure that the committee conducts its work with the objective of achieving best practices in their area of responsibility.

4.0 CHANGES TO THE GUIDELINES

The Board may, from time to time, permit departures from the Guidelines, either prospectively or retrospectively. The Guidelines are not intended to give rise to civil liability on the part of the Company or its directors to shareholders, investors, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part. The Guidelines may be amended by the Board at any time.

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