

CONE MIDSTREAM GP LLC

WHISTLEBLOWER POLICY

Adopted as of September 23, 2014

The following procedures have been adopted by the Audit Committee of CONE Midstream GP LLC (the “*General Partner*”) the general partner of CONE Midstream Partners LP (together with its subsidiaries, the “*Partnership*” and, together with its subsidiaries, the General Partner and any subsidiary of the General Partner whose employees provide services to the Partnership, the “*Company*”) to govern the receipt, retention, and treatment of complaints regarding the Partnership’s accounting, internal accounting controls, or auditing matters, and to protect the confidential, anonymous reporting of employees’ concerns regarding questionable accounting or auditing matters.

I. Policy

The Company is committed to full and accurate financial disclosure and to maintaining its books and records in compliance with all applicable laws, rules and regulations. The Company wishes to encourage employees and interested third-party vendors, customers and business partners to make us aware of any practices procedures or circumstances that raise concerns about the integrity of our financial disclosures, books and records.

All employees and third parties making reports are asked to provide as much detail and supporting information as possible about their concerns in order to assist the investigative process. It is the policy of the Company to treat complaints about accounting, internal accounting controls, auditing matters, or questionable financial practices (“*Accounting Complaints*”) seriously and expeditiously.

Employees will be made aware of the procedures contained herein and will be given the opportunity to submit for review by the Company confidential anonymous Accounting Complaints by either, or all, of the following: (i) the Company’s designated compliance officer (the “*Compliance Officer*”), who is currently the General Counsel or (ii) the Audit Committee. The Audit Committee may designate a different compliance officer at any time. The following is not an exhaustive list, and Accounting Complaints regarding matters not listed here may be submitted as well:

- fraud against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to the SEC or members of the investing public;
- violations of SEC rules and regulations or any other laws applicable to the Company’s financial accounting, maintenance of financial books and records, internal accounting controls and financial statement reviews or audits;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- intentional error or fraud in the preparation, review or audit of any financial statement of the Company;

- significant deficiencies in or intentional noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement regarding a matter contained in the financial records, financial reports or audit reports of the Company; and
- deviation from the full and fair reporting of the Company's financial condition.

If requested by the employee, the Company will protect the confidentiality and anonymity of the employee to the fullest extent possible, consistent with the need to conduct an adequate review. Vendors, customers, business partners and other parties external to the Company will also be given the opportunity to submit Accounting Complaints; however, the Company is not obligated to keep Accounting Complaints from non-employees confidential or to maintain the anonymity of non-employees.

All Accounting Complaints will be reviewed under Audit Committee direction and oversight by the Compliance Officer or such other persons as the Audit Committee determines to be appropriate.

The Company will abide by all applicable laws and stock exchange rules that prohibit retaliation against employees who lawfully submit complaints under these procedures.

In the event that the Company contracts with a third party to handle complaints or any part of the complaint process, the third party will comply with these policies and procedures.

II. Procedures

The Company urges any person desiring to make an Accounting Complaint to contact the Compliance Officer directly. It is imperative that reporting persons not conduct their own investigations. For persons who wish to make an Accounting Complaint but do not wish to contact the Compliance Officer directly, the Company has established alternative procedures to report an Accounting Complaint anonymously. Any person who desires to report an Accounting Complaint has the following options for doing so.

Receipt of Accounting Complaints

1. Telephone Hotline: Any person with an Accounting Complaint can call 1-800-544-8024 to submit his or her Accounting Complaint. Employees who call this number need not leave their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from any employee call in a manner that protects the confidentiality and anonymity of the employee making the call. The intake phone call will be received by a third-party contractor specifically engaged to provide the hotline services, or an internal person specifically designated to receive hotline calls. Among other things, the following information may be requested by the person receiving the call:

- If an employee, the division of the company in which the caller works and, if a non-employee, where such person is employed or such person's relationship to the Company;
- Any relevant information concerning the allegations; and,
- Name of the caller (unless an employee decides to remain anonymous).

The information from the call will be documented in a format acceptable to the Company and shall include at a minimum a written description of the information received concerning the Accounting Complaint allegations.

2. Website: Any person may submit an Accounting Complaint on the Company's website at www.conemidstream.com. Employees submitting this information need not leave their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from an Accounting Complaint from an employee in a manner that protects the confidentiality and anonymity of the employee submitting the Accounting Complaint.

3. Audit Committee: Any person with an Accounting Complaint can report to the Audit Committee openly, confidentially or anonymously. Fraud and accounting allegations can be made orally or in writing to the Audit Committee. Employees submitting this information need not provide their names or other personal information and reasonable efforts will be used to conduct the investigation that follows from any employees who reports an Accounting Complaint in accordance with the procedures set forth herein in a manner that protects the confidentiality and anonymity of the employee submitting the Accounting Complaint.

4. Written Complaints: Any person may submit a written Accounting Complaint to the Company at the following address: 1000 CONSOL Energy Drive, Canonsburg, Pennsylvania 15217, *Attention: Audit Committee of the Board of Directors of CONE Midstream GP LLC; e-mail: directors@consolenergy.com*. Employees submitting this information need not provide their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from an Accounting Complaint from an employee in a manner that protects the confidentiality and anonymity of the employee submitting the Accounting Complaint.

Treatment of Accounting Complaints

1. An Accounting Complaint made under these procedures shall be directed to the Compliance Officer who shall report directly to the Audit Committee on such matters. The contact information for the Compliance Officer shall be posted on the Partnership's website, and is initially: 1001 Noble Energy Way, Houston, Texas 77070, *Attention: Chief Compliance Officer*.

2. The Compliance Officer shall review the Accounting Complaint, and may investigate it himself or herself or may assign another employee, outside counsel, advisor, expert or third-party service provider to investigate, or assist in investigating the Accounting Complaint. The Compliance Officer may direct that any individual assigned to investigate an Accounting

Complaint work at the direction of or in conjunction with Company Counsel or any other person in the course of the investigation.

3. Unless otherwise directed by the Compliance Officer, the person assigned to investigate will conduct an investigation of the Accounting Complaint and report his or her findings or recommendations to the Compliance Officer. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator also may recommend disciplinary or corrective action.

4. If determined to be necessary by the Compliance Officer or the Audit Committee, the Company shall provide for appropriate funding, as determined by Company Counsel or the Audit Committee, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses; provided that funding in excess of \$10,000 with respect to the investigation of any individual Accounting Complaint must be approved by the Chairman of the Audit Committee.

5. At least once per each calendar quarter and whenever else as deemed necessary, the Compliance Officer shall submit a report to the Audit Committee and any other member of Company management that the Audit Committee directs to receive such report, that summarizes each Accounting Complaint made within the last 12 months and shows specifically: (a) the complainant (unless anonymous, in which case the report will so indicate), (b) a description of the substance of the Accounting Complaint, (c) the status of the investigation, (d) any conclusions reached by the investigator, and (e) findings and recommendations.

6. At any time with regard to any Accounting Complaint, the Compliance Officer may specify a different procedure for investigating and treating such an Accounting Complaint, such as when the Accounting Complaint concerns pending litigation.

Access to Reports and Records and Disclosure of Investigation Results

1. All reports and records associated with Accounting Complaints are considered confidential information and access will be restricted to the Compliance Officer or any person assigned to investigate the complaint on his/her behalf, members of the Audit Committee, the Company's legal department, employees of the Company or outside counsel involved in investigating an Accounting Complaint as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Audit Committee.

2. Accounting Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

Retention of Records

All Accounting Complaints and documents relating to such Accounting Complaints made through the procedures outlined above shall be retained for at least five years from the date of the complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information

may not be destroyed and must be retained for the duration of that litigation, inquiry, or investigation and thereafter as necessary.