CANADIAN NATURAL RESOURCES LIMITED
(the “Corporation”)

Charter of the Nominating, Governance and Risk Committee
of the Board of Directors

I Nominating, Governance and Risk Committee Purpose

The Nominating, Governance and Risk Committee is appointed by the Board of Directors (the “Board”) to assist the Board in fulfilling its responsibility for the stewardship of the Corporation in overseeing the business and affairs of the Corporation. The Nominating, Governance and Risk Committee’s primary duties and responsibilities are to:

1. provide assistance to the Board and the Chairman of the Board in the area of review and consideration of developments in corporate governance practices;

2. recommend to the Board a set of corporate governance principles and procedures applicable to and employed by the Corporation;

3. provide assistance to the Board and the Chairman of the Board in the area of Board of Director’s committee selection and rotation practices;

4. provide assistance to the Board and the Chairman of the Board in the area of evaluation of the overall effectiveness of the Board and management;

5. identify individuals qualified to become Board members with the Chairman of the Board and recommend to the Board director nominees for the next annual meeting of shareholders; and,

6. review and recommend periodically to the Board the Corporation’s compensation for directors of the Corporation.

7. Review significant enterprise risk exposures not delegated to other Board committees and steps management has taken to monitor, control and report such exposures.

II Nominating, Governance and Risk Committee Composition, Procedures and Organization

1. The Nominating, Governance and Risk Committee shall consist of at least three (3) directors as determined by the Board, each of whom shall be independent, non-executive directors of the Corporation. Nominating, Governance and Risk Committee members shall meet the independence
requirements of the regulatory bodies to which the Corporation may be subject to and have a working knowledge of corporate governance practices.

2. The Board at its organizational meeting held in conjunction with each annual general meeting of the shareholders shall appoint the members of the Nominating, Governance and Risk Committee for the ensuing year. The Board may at any time remove or replace any member of the Nominating, Governance and Risk Committee and may fill any vacancy in the Nominating, Governance and Risk Committee.

3. The Board shall appoint a member of the Nominating, Governance and Risk Committee as chair of the Nominating, Governance and Risk Committee. If a Nominating, Governance and Risk Committee Chair is not designated by the Board, or is not present at a meeting of the Nominating, Governance and Risk Committee, the members of the Nominating, Governance and Risk Committee may designate a chair by majority vote of the Nominating, Governance and Risk Committee membership.

4. The Secretary or the Assistant Secretary of the Corporation, or in their absence, an alternative secretary designated by the Nominating, Governance and Risk Committee, shall act as Secretary of the Nominating, Governance and Risk Committee.

5. The quorum for meetings shall be one half (or where one half of the members of the Nominating, Governance and Risk Committee is not a whole number, the whole number which is closest to and less than one half) of the members of the Nominating, Governance and Risk Committee subject to a minimum of not less than two members of the Nominating, Governance and Risk Committee being present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and to hear each other.

6. The Nominating, Governance and Risk Committee shall meet at least two (2) times annually at such times and at such locations as may be requested by the chair of the Nominating, Governance and Risk Committee and at such times as any member of the Nominating, Governance and Risk Committee may request.

7. The Nominating, Governance and Risk Committee shall meet in-camera without management at each regularly scheduled meeting.
III  Nominating, Governance and Risk Committee Duties and Responsibilities

The overall duties and responsibilities of the Nominating, Governance and Risk Committee shall be as follows:

(i) periodically review and reassess the adequacy of Corporate Governance Guidelines applicable to the Corporation and recommend to the Board any proposed changes the Nominating, Governance and Risk Committee may deem appropriate;

(ii) review any proposed changes to the charters of the Board’s committees and make any recommendations regarding the proposed changes to the Board and/or the appropriate Board committee as the Nominating, Governance and Risk Committee may deem appropriate;

(iii) review the Corporation’s Code of Integrity, Business Ethics and Conduct policy annually and make any recommendations to the Board as the Nominating, Governance and Risk Committee may deem appropriate;

(iv) review at least annually the structure and size of the Board to assure that the proper skills and experience are represented on the Board and to maintain the level of directors within the prescribed Board minimum and maximum complement and make recommendation to the Board where appropriate;

(v) recommend to the Board nominees for appointment for new directors as necessary to fill vacancies or the additional needs of the Board, and consider management’s and stockholder’s recommendations for director candidates taking into consideration:

(a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
(b) the competencies and skills that the Board considers each existing director to possess;
(c) the competencies and skills each new nominee will bring to the board, and;
(d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member;

(vi) recommend to the Board prior to each annual meeting of shareholders, a slate of nominees for appointment or re-appointment as directors by the shareholders at the annual meeting;
(vii) in conjunction with the Board, make all determinations as to whether or not an individual is independent, taking into account any applicable regulatory requirements and such other factors as the Nominating, Governance and Risk Committee may deem appropriate;

(viii) recommend to the Board at the organizational meeting of Directors held in conjunction with each annual meeting of the shareholders of the Corporation the allocation of Board members to each of the Board committees. Where a vacancy occurs at any time in the membership of any Board committee, recommend to the Board a member to fill such vacancy;

(ix) on an annual basis, solicit input from the Board and assist the Board in the self-evaluation of the effectiveness, independence and overall performance of the Board, Chairman of the Board, Board committees, the contribution of its members and evaluate the effectiveness of each Director;

(x) monitor the orientation and training needs of directors and recommend action to the Board, individual directors, and management where appropriate;

(xi) regularly review issues and developments relating to corporate governance issues and make recommendations to the Board where appropriate;

(xii) review, report and if deemed appropriate, recommend to the Board the status of the Corporation’s director compensation practices in relation to other companies of comparable size within the industry;

(xiii) review and recommend to the Board the compensation of the directors of the Corporation;

(xiv) retain and terminate any independent consultant or advisor to be used to assist in the evaluation of the compensation of the directors or assist generally the Nominating, Governance and Risk Committee in carrying out its duties, including the sole authority to select the consultant and to approve the firm’s fees and other retention terms;

(xv) for those enterprise risks not delegated to other Board committees, meet periodically with management to discuss the Corporation’s major risk exposures and policies and the steps taken to insure appropriate processes are in place to identify, manage and control
business risks associated with the Corporation’s business objectives.

(xvi) discuss with management significant risk management failures, if any, including management’s response.

(xvii) to perform any other activities consistent with this Charter, the Corporation’s By-laws and governing law, as the Nominating, Governance and Risk Committee or the Board deems necessary or appropriate;

(xviii) review annually the Nominating, Governance and Risk Committee Charter and recommend any changes to the Board; and,

(xix) to maintain minutes of meetings and to report on a regular basis to the Board on significant results of the foregoing activities.