

**NATURAL RESOURCE PARTNERS L.P.**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of GP Natural Resource Partners LLC (the “Company”), the managing general partner of Natural Resource Partners L.P. (the “Partnership”), have adopted these Corporate Governance Guidelines (these “Guidelines”).

**1. Director Qualification Standards**

A minimum of three members of the Board of Directors will meet the criteria for independence under the rules of the New York Stock Exchange (the “NYSE”). The Compensation, Nominating & Governance Committee (the “CNG Committee”) and the Board of Directors will determine whether a director or prospective director is independent. The CNG Committee is also responsible for establishing criteria for selecting new directors and actively seeking individuals to be included in the slate of director nominees recommended by the CNG Committee to the Board for election at the next annual meeting of members of the Company and for appointment to fill vacancies. This assessment will include members’ qualification as independent, as well as consideration of background, ability, judgment, diversity, age, skill, and experience in the context of the needs of the Board. Director nominees will be selected by the CNG Committee in accordance with the policies and principles in its charter.

The Board presently has ten members. The number of directors that constitutes the whole Board will be fixed from time to time pursuant to a resolution adopted by a majority of the directors then in office. The CNG Committee is responsible for reviewing, on an annual basis, the advisability or need for any change in the number or composition of the Board.

No director may serve on the board of directors of more than three other public companies. The Board may approve exceptions to this limit upon a determination that such additional service will not impair the director’s effectiveness on the Board. Directors should advise the Chairman of the Board and the Chairman of the CNG Committee in advance of accepting an invitation to serve on another public company board.

The Board does not believe it should establish term limits, except as a result of reaching the Company’s mandatory retirement age. While term limits may allow new members to contribute fresh ideas and viewpoints, they have the disadvantage of eliminating the contribution of directors who have been able to develop, over a period of time, increasing insight into the Partnership and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the CNG Committee will review each director’s continuation on the Board every year, allowing each director the opportunity to confirm his desire to continue as a member of the Board.

No director may be nominated to a new term if he or she would be age 75 or older at the time of the election unless the Board approves an exception on a case by case basis.

## **2. Director Responsibilities**

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company, the Partnership and the Partnership's unitholders, to the extent required by Delaware law. In discharging that obligation, directors will be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors will also be entitled to (i) have the Company or the Partnership provide reasonable directors' and officers' liability insurance on their behalf; (ii) the benefits of indemnification to the fullest extent permitted by law, the Company's limited liability company agreement and the Partnership's limited partnership agreement and any indemnification agreements; and (iii) exculpation as provided by state law and the Company's and the Partnership's governing agreements.

The Board generally meets in eight regular meetings each year. Additional meetings may be called in accordance with the Company's limited liability company agreement. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors are required to review these materials in advance of the meeting. Attendance at Board and committee meetings shall be considered by the CNG Committee in assessing each director's performance.

The Board has no policy with respect to the separation of the offices of Chairman of the Board and the Chief Executive Officer. The Board believes that this issue is part of the succession-planning process and that it is in the best interests of the Company and the Partnership for the Board to make a determination regarding this issue each time it elects a new Chief Executive Officer.

The Chairman of the Board will establish the agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Partnership's long-term strategic plans and the principal issues that the Partnership will face in the future during at least one Board meeting each year.

The non-management directors (as defined by the NYSE) will meet in executive session at least four times per year. The Chairman of the CNG Committee will preside at these meetings, and this fact will be disclosed in the Partnership's Annual Report on Form 10-K. The presiding director will be responsible for preparing an agenda for the meetings of the non-management directors in executive session. Interested parties may make their concerns known to the non-management directors directly and anonymously by writing to the Chairman of the CNG Committee at 1201 Louisiana, Suite 3400, Houston, Texas 77002.

If the group of the non-management directors includes directors who are determined by the Board to not be independent directors, then, in addition to the meetings of the non-management directors referred to in the preceding paragraph, the independent directors will meet in executive session at least once a year. The Chairman of the CNG Committee will preside over

and will be responsible for preparing an agenda for the meetings of the independent directors if such meetings are necessary.

The Board believes that the management speaks for the Partnership. As such, it is not expected that individual directors will meet or otherwise communicate with unitholders, research analysts, vendors, the press or other external constituencies on behalf of the Company or the Partnership; unless such communication (i) is requested by the Chairman of the Board, the Chief Executive Officer or the full Board or (ii) is required to discharge his duties as set forth in committee charters.

### **3. Board Committees**

The Board will have at all times an Audit Committee, a Conflicts Committee and a Compensation, Nominating and Governance Committee (collectively, the “Required Committees”). All of the members of the Required Committees will be independent directors as determined by the Board in accordance with the criteria required by the NYSE and any applicable laws. Members of the Required Committees will be appointed by the Board upon recommendation of the CNG Committee, in accordance with all other such criteria as may be established by the NYSE and any applicable laws from time to time or as may be contained in the charters governing such committees, with consideration given to the desires of individual directors.

The chairperson of each Required Committee will be chosen by the members of the committee with consideration given to any recommendation received from the Board or the CNG Committee. Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The chairperson of each Required Committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. The chairperson of each Required Committee, in consultation with the appropriate members of the committee and management, will develop the committee’s agenda.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

### **4. Director Access to Management and Independent Advisors**

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Partnership in advance. The Partnership will pay the fees and expenses of such advisors.

Directors have full and free access to officers and employees of the Company and all of its subsidiaries. Any meetings or contacts that a director wishes to initiate may be arranged

through the Chief Executive Officer or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not inappropriately disruptive to the business operations of the Partnership and will, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company or any of its subsidiaries.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the Chief Executive Officer wishes to have additional employees regularly attend Board meetings, he or she should obtain prior approval of the Board.

## **5. Director Compensation**

The CNG Committee will approve the form and amount of non-employee director compensation in accordance with the policies and principles set forth in its charter and in these Guidelines and will conduct an annual review of non-employee director compensation. Non-employee director compensation should be adequate to compensate directors for their time and effort expended in satisfying their obligations. The CNG Committee will, however, consider that non-employee directors' independence may be jeopardized if non-employee director compensation and perquisites exceed customary levels, if the Company or the Partnership makes substantial charitable contributions to organizations with which a non-employee director is affiliated, or if the Company or the Partnership enters into consulting contracts with (or provides other indirect forms of compensation to) a non-employee director or an organization with which the non-employee director is affiliated.

## **6. Director Orientation and Continuing Education**

New directors will be given an orientation program to familiarize them with the Partnership's businesses and operations as well as their responsibilities and duties as directors. As part of the continuing education process for directors, the Company's officers will prepare and present programs concerning the Partnership's strategies, initiatives and business plans; arrange for presentations by outside parties concerning industry issues and general business and regulatory matters; and conduct on-site meetings with Partnership personnel. Directors are encouraged to attend, at the Partnership's expense, appropriate third-party programs relating to their continuing education.

## **7. Chief Executive Officer Evaluation and Management Succession**

The CNG Committee will annually evaluate the performance of the Chief Executive Officer and review and approve the compensation of the Chief Executive Officer.

The CNG Committee will meet annually on succession planning, including policies regarding succession in the event of an emergency. The CNG Committee will evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **8. Annual Performance Evaluations of the Board and Committees**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The CNG Committee has the responsibilities to oversee the annual self-evaluation process of the Board and its committees. The Board and its committees will review the results of the evaluations. The review will focus on the Board's contribution to the Partnership and specifically focus on areas in which the Board or management believes that the Board could improve.

## **9. Annual Performance Evaluation of Management**

The Board is elected by the members of the Company to oversee the management of the Company and the Partnership and to ensure that the long-term interests of the members and unitholders of the Partnership are being served. The Board selects the senior management team, which is charged with the conduct of the Partnership's business. The Board acts as an advisor and counselor to senior management and monitors management's performance. The Board will, together with the CNG Committee, conduct an annual evaluation of the performance of management.

## **10. Review of Guidelines**

The CNG Committee will conduct an annual review of these Guidelines and recommend to the Board such changes as it deems necessary, appropriate or desirable. In addition, the CNG Committee will consider any other corporate governance issues that arise from time to time and will develop appropriate recommendations for the Board.

## **11. Conflicts with Agreements**

These Guidelines shall in no way alter, amend or repeal any provision of the Company's limited liability company agreement or the Partnership's limited partnership agreement. To the extent that these Guidelines conflict with any provision of either of those agreements, the provisions contained in the appropriate agreement shall govern.

## **12. Posting Requirements**

The Company shall post these Guidelines, the charters of each Required Committee and the Company's Code of Business Conduct and Ethics on the Partnership's website as required by applicable rules and regulations. In addition, the Company shall disclose in the Partnership's Annual Report on Form 10-K that a copy of each document is available on the Partnership's website and provide the website address.