

**NOBLE MIDSTREAM GP LLC
NOBLE MIDSTREAM PARTNERS LP**

AUDIT COMMITTEE CHARTER

Adopted as of February 1, 2018

The Board of Directors (the “Board”) of Noble Midstream GP LLC, a Delaware limited liability company (the “General Partner”), acting in its capacity as the general partner of Noble Midstream Partners LP, a Delaware limited partnership (the “Partnership,” and together with the General Partner and the Partnership’s subsidiaries, the “Company”), has established the Audit Committee of the Board (the “Committee”) with the authority, responsibilities and specific duties as are described in this Audit Committee Charter (this “Charter”) adopted by the Board as of the date set forth above.

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the First Amended and Restated Agreement of Limited Partnership of the Partnership (as it may be amended from time to time, the “Partnership Agreement”) and the First Amended and Restated Limited Liability Company Agreement of the General Partner (as it may be amended from time to time, the “LLC Agreement”), it is not intended to establish by its own force any legally binding obligations.

Composition

The Committee will be comprised of three or more directors as determined by the Board. The members of the Committee will meet the independence, experience, and other criteria required by laws, regulations and listing requirements including, without limitation, the requirements of the Securities Exchange Act of 1934, the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”). The members of the Committee will be elected annually, or appointed as appropriate, and will be listed in the annual report to shareholders. Committee members may be removed from the

Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

Purpose

The primary purpose of the Committee is to (1) assist the Board in fulfilling its responsibility to oversee the integrity of the Partnership's financial statements, the Partnership's compliance with legal and regulatory requirements, (2) the independent auditor's qualifications and independence, (3) the performance of the Partnership's internal audit and internal controls functions and independent auditors, and (4) prepare a Committee report as required by the SEC to be included in the Partnership's annual proxy statement or Annual Report on Form 10-K, as applicable.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Partnership's financial statements are complete, accurate and/or in accordance with generally accepted accounting principles; this is the responsibility of management and the independent auditor.

Authority

The Committee is granted the authority to investigate any matter or activity involving financial accounting and financial reporting, as well as the internal controls of the Partnership. In this regard, or as otherwise necessary to carry out its duties, the Committee will have full access to all books, records, facilities and personnel of the Company, including any employee of an affiliate of the Company working for or on behalf of the Company, and the authority to retain any external professionals (including, without limitation, independent counsel and other advisors) to render advice and counsel in such matters at the Company's expense. All employees will be directed to cooperate with respect thereto as requested by members of the Committee.

Meetings

The Committee will meet at least four times annually and as many additional times as the Committee deems necessary. Meetings of the Committee may be held telephonically. The presence of a majority of the Committee members will constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Committee members present and constituting that quorum will be required for Committee action on any voting matter. The Committee may also act by unanimous written consent in lieu of a meeting, in accordance with the provisions of the LLC Agreement that are applicable to the Committee, which consent may be evidenced in writing, by facsimile or by electronic instruction. The Committee will meet in separate executive sessions at least annually with management, including the Chief Financial Officer, and the director of the internal auditing department, and the independent auditors to discuss any matters that the Committee or each of these groups believe should be discussed. The Committee Chair shall approve contents of the agenda for each meeting. The Committee shall maintain minutes of such meetings. The Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

Attendance

Committee members will strive to be present at all meetings. As necessary or desirable, any member of the Committee may request that members of management and representatives of the independent auditors and/or internal auditors be present at Committee meetings.

Specific Duties

In carrying out its responsibilities, the Committee will:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; this should be done in compliance with applicable legal and regulatory audit committee requirements.

2. Review and meet separately, periodically, with management, the director of the internal auditing department, and independent auditors the Partnership's general accounting and financial reporting controls, and obtain annually in writing from the independent auditors their letter as to the adequacy of such controls.
3. Review the internal auditing plans and receive summary reports of major findings by internal auditors and how management is addressing the conditions reported.
4. Review the internal controls plans and receive summary reports of control deficiencies, significant deficiencies and material weaknesses and how management is addressing the deficiencies.
5. Assume direct responsibility for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged by the Partnership (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, attest or related services for the Partnership, and each such registered public accounting firm shall report directly to the Committee.
6. Review and, in its sole discretion, approve in advance the independent auditor's annual engagement letter, including the proposed fees contained therein, and, as provided in the Sarbanes Oxley Act of 2002 and the SEC rules and regulations promulgated thereunder, all permitted non-audit arrangements and relationships between the Company and such independent auditor.
7. Set clear hiring policies for employees or former employees of the independent auditor.

8. At least annually and prior to the initial engagement of the independent auditor by the Partnership, obtain and review a written report by the independent auditor describing (a) the firm's internal quality control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (c) all relationships between the independent auditor and the Company in order to assess independent auditor independence as contemplated by applicable laws, regulations and listing requirements including, without limitation, applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence. Confirm with the independent registered public accounting firm that the firm is in compliance with the partner rotation requirements established by the SEC. Review and evaluate the lead partner of the independent registered public accounting firm.

9. Review and discuss with management and the independent auditor the following:
 - o The annual audited financial statements and quarterly financial statements (including the Partnership's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and related footnotes and financial information to be included in the Partnership's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

 - o Results of the audit of the financial statements and the related report thereon and, if applicable, a report on changes during the year in accounting principles and their application.

- Significant changes to the audit plan, if any, and any serious disputes, audit problems, or difficulties with management encountered during the audit and management's response thereto.
 - Other reports, communications or matters as required to be submitted to the Committee by the independent auditors by Public Company Accounting Oversight Board (United States) Auditing Standards No. 1301, *Communications with Audit Committees*, the rules of the Securities and Exchange Commission, and other applicable regulations.
10. Based on the review, discussions and communications described in Item 9 above, and based on the disclosures received from the independent registered public accounting firm regarding its independence pursuant to Item 8 above, determine whether to recommend to the Board that the audited financial statements of the Partnership be included in the Partnership's Annual Report on Form 10-K for the fiscal year subject to the audit.
 11. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
 12. Discuss the Partnership's earnings press releases, as well as financial information and earnings guidance provided to analysts and, as applicable, ratings agencies.
 13. Discuss policies with respect to risk assessment and risk management, including those guidelines and policies governing the process by which senior management and the relevant departments of the Partnership, including the internal auditing department, assess and manage the Partnership's exposure

to risk, as well as the Partnership's major financial risk exposures and the steps management has taken to monitor and control such exposures.

14. Conduct an annual evaluation of the Partnership's insurance program.
15. As the Committee may deem appropriate, obtain, weigh, and consider expert advice as to the Committee, related rules of any governing body, and other accounting, legal and regulatory provisions.
16. Determine the appropriate funding, which shall be provided by the Company, for payment of compensation to the independent registered public accounting firm for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
17. Oversee the Partnership's compliance program with respect to legal and regulatory requirements, including the Partnership's codes of conduct and the Partnership's policies and procedures for monitoring compliance; and at least annually, meet with management to review the implementation and effectiveness of the Partnership's compliance program.
18. Establish and oversee procedures for handling reports of potential misconduct, including: (1) violations of law or the Partnership's codes of conduct; (2) complaints regarding accounting, internal accounting controls, auditing and federal securities law matters; and (3) the confidential, anonymous submission of concerns by employees regarding accounting, internal accounting controls, auditing and federal securities law matters.
19. Oversee relevant related party transactions governed by applicable accounting standards.

20. Approve in advance all audit and non-audit services to be provided by the independent auditor, and establish pre-approval policies and procedures.
21. Conduct an annual evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
22. Report regularly to the Board by distributing the minutes of Committee meetings and by oral report at Board meetings.