

**CONDOR PETROLEUM INC.
COMPENSATION COMMITTEE CHARTER**

I. COMPENSATION COMMITTEE

The Compensation Committee (referred to in this Charter as the “**Committee**”) will, among other things, review and consider the granting of stock options to directors and executive officers of Corporation, compensation for executive officers of Corporation and directors’ fees, if any, from time to time. The form and amount of compensation will be evaluated by the Compensation Committee, which will be guided by the following goals:

- (a) compensation should be commensurate with the time spent by executive officers and directors in meeting their obligations and reflective of the compensation paid by companies similar in size and business to the Corporation;
- (b) the structure of the compensation should be simple, transparent and easy for the Corporation’s shareholders to understand.

II. STRUCTURE AND OPERATIONS

The Committee shall be composed of not less than three directors. At least one of the members of the Committee shall be independent, and the Committee shall satisfy the requirements of (i) the laws governing the Corporation, (ii) any stock exchange on which the Corporation’s securities are listed from time to time and (iii) applicable securities laws.

Members of the Committee shall be appointed or reappointed, as the case may be, at least annually. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at such meeting of the Board a Chairman among their number. Such Chairman shall serve as a liaison between members and senior management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

- (a) a quorum for meetings shall be at least two members;
- (b) the Committee shall meet at least twice per year;
- (c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting; and
- (d) a resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

III. SPECIFIC DUTIES

The Committee's responsibilities shall include reviewing succession and leadership plans and making appropriate recommendations to the Board of Directors (at least annually) regarding the appointment, succession and remuneration of the Corporation's senior officers. The Committee shall review as necessary any recommendations of officer appointments. The Committee shall also review (at least annually) the assessment of the performance of senior officers.

The Committee shall:

- (a) review and, if necessary or advisable, update this Charter at least annually, prepare revisions to its provisions where conditions so dictate and submit such proposed revisions to the Board of Directors for approval;
- (b) review and make recommendations to the Board of Directors at least annually regarding the Corporation's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans, executive stock option plans and grants and benefit plans, as applicable;
- (c) review and approve at least annually all compensation arrangements with the senior management, other than the President and Chief Executive Officer; and
- (d) review and approve the executive compensation disclosure in any of the Corporation's continuous disclosure materials filed with applicable securities regulatory authorities or stock exchanges and/or delivered to the Corporation's shareholders.

IV. INDEPENDENT ADVISORS

The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes. The expenses related to such engagement shall be funded by the Corporation.