



HIGHPOINT RESOURCES CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board (1) to assist the Board by identifying and considering qualified candidates to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders, and, when appropriate, director appointees to take office between annual meetings; (2) to recommend to the Board director nominees for each standing committee, (3) to lead the Board in its annual review of the Board’s performance; (4) to recommend to the Board the Corporate Governance Guidelines applicable to the Company and revisions to the Corporate Governance Guidelines; (5) to assist the Board on succession planning; (6) assist in the annual review of the Chief Executive Officer; and (7) to review compliance with the Company’s stock ownership guidelines.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Company, fixed from time to time by the Board of Directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from management, internal or external legal, accounting or other advisors, any costs of which shall be borne by the Company.
2. The Committee shall identify individuals qualified to become Board members, consistent with criteria approved by the Board, actively seek individuals qualified to become Board members for recommendation to the Board and recommend to the Board the director nominees for the next annual meeting of stockholders, and, when appropriate, director appointees to take office between annual meetings.
3. The Committee shall consider and recommend to the Board nominees for membership on the standing committees of the Board.
4. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year. The Committee shall annually review its own performance.



5. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
6. The Committee should, at least annually or more often as it deems appropriate, make a report to the Board of Directors on succession planning. The Committee shall work with the entire Board of Directors to nominate and evaluate potential successors to the Chief Executive Officer ("CEO").
7. The Committee shall, in coordination with (a) the Chairman of the Board or, if the Chairman of the Board is not independent, the Lead Director, and (b) Compensation Committee, annually review and approve corporate goals and objectives relevant to the CEO and evaluate the CEO's performance in light of those goals and objectives. The Committee shall oversee the process of the evaluation of senior management.
8. The Committee may form and delegate authority to subcommittees of one or more members of the Committee when appropriate.
9. The Committee shall make regular reports to the Board.
10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. The Committee shall review and make recommendations to the Board concerning proposals received from stockholders for consideration at meetings of stockholders and inclusion in the Company's proxy statements.
12. The Committee shall review annually each Executive's compliance with, or progress towards compliance with, the Company's Stock Ownership Guidelines.
13. The Committee shall review annually each Non-Employee Director's compliance with, or progress towards compliance with, the Company's Stock Ownership Guidelines.

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