



HIGHPOINT RESOURCES CORPORATION

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board of Directors (the “Board”) of HighPoint Resources Corporation (the “Company”) to assist the Board in monitoring (1) the integrity of the financial statements of the Company and the Company’s employee benefit plans (the “Plans”), to the extent the financial statements of the Plans are audited or included in filings with the U.S. Securities and Exchange Commission (“SEC”), (2) the Company’s and the Plans’ independent public accounting firm’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent public accountants, (4) the compliance by the Company and the Plans with legal and regulatory requirements, and (5) the Board’s processes concerning risk assessment and risk management. The Audit Committee also is responsible for the report required by the rules of the SEC to be included in the Company’s proxy statement.

Committee Membership

The Audit Committee shall consist of no fewer than three members. The members of the Audit Committee shall meet the independence, experience and financial literacy requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the SEC, in each case after giving effect to any applicable phase-in requirements. All members of the Committee shall be financially literate, as determined by the Board, and at least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC; provided, in the event the Committee has only one “audit committee financial expert” and such membership position becomes vacant, all actions taken by the Committee during the period of such vacancy shall not be invalidated by reason of such vacancy and, as a matter of best practices, the Board will endeavor to fill such vacancy with another “audit committee financial expert” as soon as reasonably practicable. Unless otherwise determined by the Board of Directors, no member of the Audit Committee shall simultaneously serve on the audit committees of more than two other public companies.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Audit Committee members may be replaced by the Board.



Committee Authority and Responsibilities

The Audit Committee shall meet as often as it determines is necessary or advisable, but not less frequently than four times during each year. In addition, the Audit Committee will make itself available to the independent auditors and the internal auditors (or other personnel responsible for the internal audit function) of the Company as requested. The Audit Committee may form and delegate authority to subcommittees when appropriate.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Audit Committee. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of (1) compensation to the independent public accountants engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (2) compensation to any advisors retained by the Audit Committee; and (3) ordinary administrative expenses of the Audit Committee. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent public accountants to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee shall meet with management, the internal auditors (or other personnel responsible for the internal audit function) and the independent public accountants in separate executive sessions at least four times per year. The Audit Committee may also, to the extent it deems necessary or appropriate, meet with the Company's investment bankers.

The Audit Committee shall make regular reports to the Board. The Audit Committee should review with the full Board any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the performance of the internal audit function. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review the Audit Committee's own performance.

The Audit Committee, to the extent required by the New York Stock Exchange listing standards and/or the applicable rules and regulations of the SEC, or as otherwise deemed necessary or appropriate, shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent public accountants the Company's and, if deemed appropriate by the Audit Committee or its Chair, the Plans' annual audited financial statements, including disclosures made in



management's discussion and analysis, if applicable, and recommend to the Board whether the audited financial statements and accompanying notes should be included in the Company's Form 10-K, if applicable, and the Plans' Form 11-K, if applicable.

2. Review and discuss with management and the independent public accountants the Company's quarterly financial statements, including disclosures made in management's discussion and analysis, prior to the filing of its Form 10-Q, if applicable, including the results of the independent public accountants' reviews of the quarterly financial statements.
3. Review and discuss with management and the independent public accountants the Company's and the Plans' other financial statements prior to the filing of those financial statements in Forms 8-K or other filings with the SEC.
4. Discuss with management and the independent public accountants significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls, the development, selection and disclosure of critical accounting estimates, and analyses of the effect of alternative assumptions, estimates or generally accepted accounting principles ("GAAP") methods on the Company's financial statements.
5. Discuss with management significant financial reporting issues and judgments made in connection with the preparation of the Plans' financial statements, including any significant changes in the Plans' selection or application of accounting principles, any major issues as to the adequacy of the Plans' internal controls, the development, selection and disclosure of critical accounting estimates, and analyses of the effect of alternative assumptions, estimates or GAAP methods on the Plans' financial statements.
6. Discuss with management the Company's earnings press releases prior to public dissemination, including the use of "pro forma" or "adjusted" non-GAAP information, and financial information and earnings guidance, if any.
7. Discuss with management and the independent public accountants the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.



8. Discuss with management and the internal auditors the Company's major financial and operational risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies regarding such risk exposures.
9. Discuss with the independent public accountants the matters required to be discussed under the applicable standards of the Public Company Accounting Oversight Board relating to the conduct of the audit. In particular, discuss:
 - (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent public accountants, internal auditors (or other personnel responsible for the internal audit function) or management.
 - (b) Comments received from the independent public accountants and management's response to those comments.
 - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
10. The Audit Committee shall review and approve the Company's delegation of authority policies regarding the Company's internal controls and procedures concerning financial reporting and disclosures under the Securities Exchange Act of 1934, as amended.
11. The Audit Committee shall review and approve, deny or ratify all Related Person Transactions (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which the Company is a participant and in which a related person has a direct or indirect material interest. The term "Related Person Transaction" shall refer to the transactions required to be disclosed pursuant to Item 404 of the SEC's Regulation S-K.

Oversight of the Company's Relationship with the Independent Public Accountants

12. Review the experience and qualifications of the senior members of the independent public accounting team and confirm audit partner rotation in accordance with applicable regulations.



13. Prepare and approve the audit committee report as required by the SEC to be included in the Company's proxy statement for the annual meeting (or in the Company's Annual Report on Form 10-K, if required to be included therein).
14. Obtain and review a report from the independent public accountants at least annually regarding (a) the public accounting firm's internal quality-control procedures, (b) any material issues raised by the most recent 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, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent public accountants and the Company that may reasonably be thought to bear on independence. Obtain and review a report from the independent public accountants at least quarterly concerning any deficiencies in accounting procedures or internal controls that come to the attention of the independent public accountants. Evaluate and discuss the qualifications, performance and independence of the independent public accountants, including considering whether the public accounting firm's quality controls are adequate and the provision of non-audit services is compatible with maintaining the public accountant's independence, and taking into account the opinions of management and the internal auditor (or other personnel responsible for the internal audit function). The Audit Committee shall present its conclusions to the Board and, if so determined by the Audit Committee, take additional action to satisfy itself of the qualifications, performance and independence of the public accountant.
15. Establish policies for the Company's hiring of employees or former employees of the independent public accountants who were engaged on the Company's account.
16. Review with the independent auditors any communication or consultation between the Company's audit team and the independent auditors' national office or industry/specialty groups respecting auditing or accounting issues presented by the engagement.
17. Meet with the independent public accountants prior to the audit to discuss the fees and the planning and staffing of the audit.
18. The Audit Committee shall have the sole authority to appoint or replace the independent public accountants (subject, if applicable or if deemed appropriate by the Audit Committee, to stockholder ratification), and shall approve all audit



engagement fees and terms and all non-audit engagements with the independent public accountants. The independent public accountants shall report directly to the Audit Committee.

Oversight of the Company's Internal Audit Function

19. Review the performance of the Company's internal auditor (or other personnel responsible for the internal audit function), if required by applicable law or regulation or if deemed appropriate by the Audit Committee.
20. Review the significant reports to management prepared by the internal auditor (or other personnel responsible for the internal audit function) and management's responses.
21. Obtain and review a report from the Company's internal auditor (or other personnel responsible for the internal audit function) at least quarterly concerning any deficiencies in accounting procedures or internal controls that come to the attention of the Company's internal auditor (or other personnel responsible for the internal audit function).
22. Approve internal audit's annual audit work plan and budget, and review performance on a quarterly basis.

Compliance Oversight Responsibilities

23. Obtain from the independent public accountants assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated. Section 10A(b) relates to an independent public accountant's responsibilities if it discovers an illegal act during the course of an audit.
24. Obtain reports from management, the Company's internal auditor (or other personnel responsible for the internal audit function) and the independent public accountants that the financial statements and SEC filings containing financial statements of the Company and its subsidiaries are in conformity with applicable securities laws requirements.
25. 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 regarding questionable accounting or auditing matters. Review reports and oversee as deemed appropriate investigations of allegations of misconduct reported or otherwise made aware to the Company pursuant to the Company's Code of Business Conduct and Ethics, "whistle blower" hotline, or other complaint procedures. Monitor the Company's compliance with the "whistle blower" provisions of the Sarbanes-Oxley Act and Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations to the extent applicable to financial reporting and disclosure matters and with the Company's Code of Business Conduct and Ethics.

26. Discuss with management and the independent public accountants any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Company's financial statements or accounting policies.
27. Discuss with the Company's General Counsel and other members of management matters that may have a material impact on the financial statements or the Company's compliance with legal and regulatory requirements.
28. Review and approve the Company's hedging policy, including but not limited to non-cleared swaps subject to the end-user exception pursuant to Commodity Futures Trading Commission regulations governing the "end-user exception" to requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Policies Concerning Risk

29. Discuss the Company's policies with respect to risk assessment and risk management. The Audit Committee is responsible for reviewing the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures but is not required to be the sole body responsible for risk assessment and risk management. The full Board is responsible for oversight of the Company's risk assessment and risk management and has delegated certain aspects of this oversight to committees (including the Audit Committee) to assist the Board. These processes should be reviewed by the Audit Committee in a general manner at least annually.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the



Company's or Plans' financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent public accountants.

* * * * *