

SRC Energy Inc.
Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SRC Energy Inc. (the “Company”) is to help ensure that the Board fulfills its responsibilities to the Company’s shareholders relating to the Company’s director nominations process and reviews and recommends changes to the Company’s corporate governance guidelines when appropriate.

Committee Structure

The Committee shall consist of at least three directors as determined by the Board. Each member of the Committee shall meet the independence requirements of the NYSE American listing rules. The Board may, at any time and in its complete discretion, replace a Committee member.

Meetings

The Committee shall meet as often as it deems necessary. The Committee shall maintain minutes and other relevant documentation of all its meetings.

Advisors and Funding

The Committee shall have the authority to engage such independent advisors as it deems necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, to compensate such advisors and to pay ordinary Committee administrative expenses that are necessary and appropriate in carrying out its duties.

Committee Authority and Responsibilities

- The Committee shall identify individuals qualified to become directors of the Company, including by considering the performance of incumbent directors in determining whether to nominate them for re-election. The Committee shall consider any director candidates recommended by the Company's shareholders pursuant to procedures adopted by the Committee.
- The Committee shall recommend director nominees to the Board to be submitted to a shareholder vote at the annual meeting of shareholders. The Committee shall also recommend director nominees to the Board where a vacancy is created due to death, resignation, retirement or removal of a director or for any other reason.
- The Committee shall review and recommend to the Board annually the directors to be selected for membership on the various Board committees, and the responsibilities, organization and membership of existing committees and the creation of new Board committees, excluding special purpose committees established by the Board.
- The Committee shall review and make recommendations to the Board regarding the independence of directors under applicable NYSE American and other rules.
- The Committee shall review the Company’s corporate governance guidelines periodically and, when it deems it appropriate, recommend changes to the guidelines for Board approval.

- The Committee (in consultation with the Chairman of the Board and the CEO) shall review and make recommendations to the Board regarding any shareholder proposals that relate to corporate governance matters.
- The Committee shall regularly report to the full Board regarding its activities.

as approved 10.29.2018