

SRC Energy Inc.
Nominating Committee Charter

Purpose

The purpose of the Nominating 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.

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 MKT. 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 the procedures described in the Company's proxy statement.
- 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 regularly report to the full Board regarding its activities.