

## **BENCHMARK ENERGY CORPORATION**

### **NOMINATING COMMITTEE CHARTER**

#### *Purpose*

The purpose of the Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Benchmark Energy Corporation (the "Company") is to assist the Board in discharging its responsibilities regarding the identification of individuals qualified to become Board members and to recommend to the Board the selection of director nominees for the next annual meeting of the stockholders or to recommend to the Board candidates to fill vacancies on the Board. In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company.

#### *Membership*

The Committee shall consist of not less than two members of the Board. The members of the Committee will be appointed by, and will serve at the discretion of, the Board.

#### *Committee Organization and Procedures*

1. Unless the Chair is elected by the Board, the members of the Committee shall appoint a Chair of the Committee by majority vote. The Chair (or in her or his absence, a member designated by the Chair) shall preside at all meetings of the Committee.
2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.
3. The Committee shall meet at least once each fiscal year, and more frequently as the Committee in its discretion deems desirable.

#### *Duties of the Committee*

The Committee shall have the following duties:

4. The Committee will assist in the recruiting of directors for the Board and in the selection of the Chief Executive Officer, President and Chief Financial Officer of the Company.
5. The Committee will recommend to the Board (as soon as is reasonably practical after a vacancy arises or a director advises the Board of his or her intention to resign) new directors for election by the stockholders and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined herein; provided, however, that if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, shareholder agreements, and management agreements), then the selection and nomination of such directors need not be subject to this process.
6. The Committee will annually review and evaluate the nomination for re-election of current directors.
7. The Committee will review periodically with the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by elected corporate

officers, and make recommendations to the Board with respect to the selection of individuals to occupy those positions.

Board Member Selection Criteria

8. Non-employee Board member candidates must meet the following independence requirements. To be "independent", the Board member candidate cannot be an employee of the Company or its subsidiaries or have a relationship that in the opinion of the Board would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be deemed independent by the Committee: (1) a person who has been employed by the Company or any subsidiary of the Company within the past three years, (2) a person who accepts or has a family member who accepts payments from the Company or any subsidiary of the Company in excess of \$60,000 per year during any of the previous three years, (3) a person who has a family member who has been employed by the Company or any subsidiary of the Company within the past three years, (4) a person who is a partner in, a controlling shareholder of, or an executive officer with any organization that had business dealings in excess of \$200,000 with the Company or any subsidiary of the Company within the past three years, (5) a person who is employed by another entity where the Company or any subsidiary of the Company has had a representative serving on the compensation committee of that entity within the past three years, or (6) a person who was a partner or employee of the Company's independent auditor who worked on the Company's audit within the past three years.
9. The Committee may also consider the following criteria, among others determined by the Committee in its discretion to be consistent with the Company's guidelines, in recommending candidates for election to the Board: (1) experience in the Company's industry, (2) experience as a board member of another publicly held company, (3) experience in corporate governance, such as an officer or former officer of a publicly held company, and (4) academic expertise in an area of the Company's operation.

*Miscellaneous*

10. Any action by the Committee shall require the majority approval of the Committee. In the event that a majority of the members of the Committee are unable to agree with respect to a matter under the Committee's consideration, then such matter shall be referred to the Board for resolution, and the determination of the Board shall be final and binding and shall be deemed to be the action of the Committee for all purposes.
11. The Committee may delegate to any one or more members of the Committee any of the power granted to the Committee by the Board, subject to any limitations that may be imposed by the Board.
12. The Committee shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations.

Adopted by the board of directors and effective as of July 16, 2013.