

**COMPTON PETROLEUM CORPORATION
HUMAN RESOURCES, COMPENSATION, ENVIRONMENTAL, HEALTH AND
SAFETY COMMITTEE**

CHARTER

MANDATE OF THE COMMITTEE

The Human Resources, Compensation, Environmental, Health and Safety Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Compton Petroleum Corporation (the "**Company**") shall, as permitted by the *Business Corporations Act* (Alberta) (the "**ABCA**") and the Articles and By-laws of the Company, be responsible for developing the Company's overall policies and guidelines with respect to (i) human resources and compensation and (ii) environmental, health and safety matters and in respect thereof has the responsibility to, without limitation:

(A) Human Resources and Compensation

1. review, approve, make recommendations and oversee the Company's human resource policies and guidelines;
2. review, approve, make recommendations and oversee the Company's overall compensation policies and guidelines as well as corporate succession and development plans at the executive and senior officer level and determine that such policies and guidelines are aligned with the Company's values and mission and will attract, retain and motivate the selected personnel;
3. provide information in order that the Board and the Company are aware of legislative, regulatory and stock exchange rules and guidelines relating to director and executive compensation including, without limitation, that the Company shall not make any loans to directors or officers of the Company;
4. recommend to the Board the compensation of directors and determine that such compensation realistically reflects the responsibilities and risks involved in being an effective director, and where the Committee considers it appropriate, engage an independent consultant to report on director's compensation;
5. consider and recommend to the Board annual compensation budgets;
6. consider and recommend to the Board:
 - (a) benefit plans,
 - (b) retirement plans,
 - (c) bonus, stock savings and incentive plans,

- (d) stock option and other medium or long-term incentive plans or certain terms or elements thereof, and
 - (e) oversee the administration of such plans, subject to Board approval as required, and assess the effectiveness and appropriateness of such plans on an ongoing basis;
- 7. review the qualifications of, and make recommendations to the Board in respect of, candidates for appointment to senior management, executive and officer positions and their initial compensation;
- 8. conduct, on an annual basis, an assessment of the performance of the Chief Executive Officer (“*CEO*”) of the Company including, without limitation:
 - (a) proposing to the Board criteria for assessing the performance of the CEO, including recommending to the Board the corporate objectives which the CEO is responsible for attaining,
 - (b) reviewing the annual performance of the CEO in light of those objectives, and
 - (c) making recommendations to the Board with respect to the CEO’s compensation and entitlement to bonuses (if any), in light of the CEO’s annual performance and in light of criteria proposed by the Committee and adopted by the Board;
- 9. review, develop and make recommendations to the Board in respect of training and monitoring of senior management;
- 10. propose to the Board criteria for assessing the performance of senior management and assess, on an annual basis, in accordance with an evaluation process established by the Board, the performance of senior management, and make recommendations to the Board in respect of the compensation and entitlement to bonuses (if any) of senior management. The Committee has the authority, where it considers it appropriate, to engage an independent consultant to report on the compensation of senior management;
- 11. review executive compensation disclosure before the Company publicly discloses the information;
- 12. consider and make recommendations to the Board with respect to management succession and development plans and assess such plans on an on-going basis in accordance with an evaluation process established by the Board; and
- 13. consider and make recommendations to the Board with respect to termination policies, and, if requested by the Board, with respect to specific termination arrangements to be made with respect to an executive or senior officer.

(B) Environmental, Health and Safety

1. generally, undertake with management all necessary procedures and policies to comply with regulations and guidelines applicable to the Company as enunciated by the applicable regulatory authorities. These include policies, guidelines, practices and procedures designed to manage risk and assure compliance with all workplace, environmental, health and safety laws applicable in the jurisdictions in which the Company has facilities and operations;
2. review and monitor the policies, procedures and practices relating to the documentation and reporting of environmental, health and safety regulatory approvals, compliance, and incidents with respect to the Company's facilities and operations;
3. review with management the methods of communicating environmental, health and safety policies, procedures and practices;
4. review, approve or make recommendations to the Board with respect to the insurable risks related to environmental, health and safety issues (with respect to insurance, the Committee shall, as necessary, consult with and review the recommendations of the Audit, Finance and Risk Committee);
5. monitor current, pending or threatened legal action by or against the Company, related to environment, health or safety;
6. review and monitor the impact of proposed or enacted laws, regulations and international treaties related to environment, health or safety;
7. develop, and review with management, strategies and practices applicable to the Company's assessment, management, and mitigation of environmental, health and safety risks (including insurance coverages and financial strategies);
8. review, with management, the Company's loss prevention policies and emergency response and recovery programs;
9. review reports of the Company's performance related to environment, health or safety;
10. review and confirm with management that long range preventative programs are in place to limit potential for future liability;
11. review with management regulatory matters associated with environmental, health and safety;
12. determine, with management, the qualifications of environmental, health or safety consultants;
13. review and consult, as requested either by management or the Committee, in respect of material contracts relating to environmental, health or safety matters; and

14. review and consult, as requested either by management or the Committee, in respect of the suitability of facilities proposed to be constructed or acquired or operations proposed to be conducted.

(C) **General**

The Committee also has the responsibility to:

1. with the approval of the Board or the Corporate Governance Committee of the Board, retain and compensate independent advisors (including legal counsel), as deemed necessary by the Committee;
2. meet separately with senior management, employees or independent advisors in respect of human resources, compensation, environmental, health and safety matters, as deemed necessary by the Committee;
3. review and assess annually the adequacy of this Charter and recommend any proposed changes to the Corporate Governance Committee and the Board;
4. annually evaluate the performance of the Committee and Committee Chair;
5. prepare the Committee's report or reports for publication in applicable disclosure documents;
6. report regularly to the Board through the Chair of the Committee or through such other person appointed by the Committee the conclusions reached and the issues considered by the Committee;
7. consider and make recommendations to the Board with respect to any other matters properly referred to the Committee by the Board; and
8. perform any other activities consistent with this Charter as the Committee deems necessary or appropriate in order to carry out its mandate.

COMPOSITION OF THE COMMITTEE

1. The Committee shall be comprised of at least three directors.
2. Each member of the Committee shall be "independent" as affirmatively determined by the Board, and as defined in the Company's Standards of Independence attached hereto.
3. At least half of the members of the Committee must be resident Canadians, as that term is defined in the ABCA.
4. The Board shall appoint the members of the Committee at the first meeting of the Board following each annual meeting (an "*Annual Meeting*") of the shareholders of the Company.
5. The Board shall appoint one member of the Committee to be the Chair of the Committee.

6. A director appointed by the Board shall be a member of the Committee until the next Annual Meeting or until his or her earlier resignation or removal by the Board. A member shall cease to be a member of the Committee upon ceasing to be a director of the Company.
7. The Board may remove or replace any member of the Committee at any time.
8. The Company's Corporate Secretary, or in his or her absence, one of the members chosen by the Committee shall be the Secretary of the Committee.

MEETINGS OF THE COMMITTEE

1. The Committee shall convene at such times and places designated by the Chair of the Committee, at least on a quarterly basis, and, whenever a meeting is requested by the Board, by a member of the Committee or a senior officer of the Company.
2. Notice of each meeting of the Committee shall be given to each member of the Committee.
3. Notice of a meeting of the Committee shall:
 - (a) be in writing (which may be communicated by electronic, facsimile or other communication facilities);
 - (b) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - (d) be given at least 24 hours preceding the time stipulated for the meeting.
4. A quorum for the transaction of the business at the meeting of the Committee shall consist of a majority of the members of the Committee.
5. A member of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at that meeting.
6. In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to be Chair of the meeting and, in the absence of the Secretary of the Committee, the members shall choose one of the persons present to be the Secretary of the meeting.
7. Management of the Company may attend meetings of the Committee, as deemed appropriate by the Committee, and shall attend meetings of the Committee when requested to do so by the Committee.

8. Minutes shall be kept of all meetings of the Committee, and shall be signed by the Chairman and Secretary of the meeting. The minutes shall be maintained with the Company's records, shall include copies of all resolutions passed at each meeting and shall be available for review by members of the Committee, the Board and management.

COMPTON PETROLEUM CORPORATION STANDARDS OF INDEPENDENCE

Compton Petroleum Corporation (“Compton” or “the Company”) has adopted the following standards for determining whether a director is independent within the meaning of applicable Canadian and United States securities laws and the New York Stock Exchange corporate governance rules.

These Standards will be periodically reviewed and may be modified by Compton’s Board of Directors (“the Board”). Except where required by applicable law or the rules of the New York Stock Exchange, the criteria set forth in these standards are not intended to constitute rigid rules that govern the Board’s determination of whether a director is independent from the Company or an interpretation of any applicable law, rule or regulation.

To be considered independent for purposes of these standards, the Board must affirmatively determine on an annual basis that the director being reviewed has no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. In each case, the Board shall consider all relevant facts and circumstances.

Additionally, a director will not be deemed to be independent if:

- (a) the director is, or has been within the last three years, an employee or executive officer of the Company, or an immediate family member⁽¹⁾ of the director is, or has been within the last three years, an executive officer of the Company;
- (b) the director is a current partner or employee of a firm that is the Company’s internal or external auditor, or was within the last three years, a partner⁽²⁾ or employee of that firm and personally worked on the Company’s audit within that time;
- (c) an immediate family member of the director is a current partner of a firm that is the Company’s internal or external auditor, or is a current employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or was, within the last three years a partner or employee of that firm and personally worked on the Company’s audit within that time;
- (d) the director, or an immediate family member of the director, is or has been within the last three years, an executive officer of an entity on which any of the Company’s current executive officers serves or served at that same time on the entity’s compensation committee;
- (e) the director or an immediate family member of the director who is employed as an executive officer of the Company has received, during any twelve month period within the last three years, more than \$75,000 in direct compensation from the Company, other than 1) director and committee fees, 2) pension or other forms of deferred compensation for prior service provided that such compensation is not contingent in any way on continued service and 3)

compensation for previously acting as an interim chief executive officer of the Company or previously acting as a chairman of the board on a part-time basis;

- (f) the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues;
- (g) the director accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary entity of the Company, other than as remuneration for acting in the director's capacity as a member of the board or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or is an affiliated entity of the Company or any of its subsidiary entities.

Other compensatory fees includes acceptance of a fee by an immediate family member or an entity in which the director is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or any subsidiary entity of the Company. Compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company if the compensation is not contingent in any way on continued service.

- (h) the director is an affiliated⁽³⁾ person of the Company.

⁽¹⁾ An immediate family member is defined as a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the director's home.

⁽²⁾ A partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

⁽³⁾ Affiliated person of another person means:

- (a) any person directly or indirectly owning, controlling, or holding with power to vote, 5% or more of the outstanding voting securities of such other person;
- (b) any person 5% or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by such other person;
- (c) any person directly or indirectly controlling, controlled by, or under common control with, such other person;
- (d) any officer, director, partner, copartner, or employee of such other person;
- (e) if such other person is an investment company, any investment adviser thereof or any member of an advisory board thereof; and
- (f) if such other person is an unincorporated investment company not having a board of directors, the depositor thereof.