

**COMPTON PETROLEUM CORPORATION
ENGINEERING, RESERVES AND OPERATIONS COMMITTEE**

CHARTER

MANDATE OF THE COMMITTEE

(A) Engineering, Reserves and Operatons:

The Engineering, Reserves and Operations 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, the Company’s overall policies and guidelines with respect to engineering, reserves and operations and in respect thereof has the responsibility to, without limitation:

1. undertake with management all necessary procedures and policies to comply with regulations and guidelines applicable to the Company’s reserves and enunciated by the applicable regulatory authorities, including, specifically, National Instrument 51-101 (“*NI 51-101*”), and/or standards established by the United States Financial Accounting Standards Board (“*FASB*”);
2. review, assist and make recommendations to the Board in respect of the annual appointment by the Company of one or more independent qualified reserves evaluators or auditors (the “*Independent Reserves Evaluator*”) to report to the Board on the Company’s reserves data;
3. supervise the preparation of the Statement of Reserves Data and Other Oil & Gas Information on Form 51-101F1 (the “*Statement of Reserves*”) and the Report of the Independent Qualified Reserves Evaluator or Auditor on Form 51-101F2 (the “*Evaluator’s Report*”), as required by NI 51-101;
4. provide assistance to management and the Board in preparation of the Report of Management and directors on Form 51-101F3 (the “*Management Report*”);
5. if delegated to the Committee by the Board:
 - (a) review, with reasonable frequency, the Company’s procedures related to the disclosure of information with respect to oil and gas activities, including the Company’s procedures for complying with the disclosure requirements and restrictions of NI 51-101 and/or FASB,
 - (b) review each appointment of the Independent Reserves Evaluator and, in the case of any proposed change in such appointments, determine the reasons for the proposal and whether there have been any disputes between the Independent Reserves Evaluator and management,

- (c) review the scope of the annual review of reserves by the Independent Reserves Evaluator having regard to industry practices and regulatory requirements,
 - (d) review, with reasonable frequency, the Company's procedures for providing information to the Independent Reserves Evaluator who report on reserves data for the purpose of NI 51-101 and/or FASB, and
 - (e) before approving the filing of the Statement of Reserves and Evaluator's Report, meet with management and the Independent Reserves Evaluator to:
 - (i) determine whether any restrictions affect the ability of the Independent Reserves Evaluator to report on the reserves data without reservation,
 - (ii) review the reserves data and the Evaluator's Report, and
 - (iii) review the Independent Reserves Evaluator's scope of work, findings and any disputes with management;
6. review and recommend to the Board for approval the content and filing of the Statements of Reserves, Evaluator's Report, and Management Report;
 7. after approval by the Board, cause to be filed the Statement of Reserves, the Evaluator's Report and the Management Report concurrently with the filing of the year-end financial statements;
 8. after approval by the Board, cause to be issued a press release concurrently with the filing of the Statement of Reserves, the Evaluator's Report and the Management Report announcing the filings and indicating where the copies of the filings can be viewed electronically;
 9. meet on a regular basis, and at least annually, with the Company's Vice President, Engineering & Operations, other senior reserves personnel, as required, and the Independent Reserves Evaluator of the Company, jointly and separately, to review and consider the Company's petroleum and natural gas reserves;
 10. provide periodic reports, at least quarterly, to the Board in respect of operational matters including, but not limited to, wells drilled and tied in, status of construction of pipelines and facilities, production levels, acquisitions and dispositions of producing and undeveloped properties, capital expenditures and comparison thereof to budget;
 11. review and consider operational matters as part of the periodic budgeting process;
 12. coordinate meetings with the Company's Audit, Finance and Risk Committee, senior reserve personnel, independent consultants, if any, independent reserve evaluators, and auditors as required to address matters of mutual interest or concern in respect of the Company's petroleum and natural gas reserves and operations; and

13. consider and recommend to the Board the sufficiency of resources available to the Company for carrying out the actions and activities required.

(B) 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 engineering, reserves and operations matters, as deemed necessary by the Committee;
3. review and assess annually the adequacy of this Charter and recommend any approved 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.
9. Each member of the Committee shall have a working familiarity with the estimation of petroleum and natural gas reserves.

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.