

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
CENTRAL NATURAL RESOURCES, INC.
AS AMENDED AND RESTATED APRIL 29, 2015**

- I. Formation. The Board of Directors (hereinafter the “Board”) of Central Natural Resources, Inc., a Delaware corporation (hereinafter the “Company”), has previously established the Audit Committee of the Board of Directors of the Company (hereinafter the “Committee”) pursuant to Section 141(c) of the General Corporation Law of Delaware, and Section 17 of the Bylaws of the Company.

- II. Audit Committee Purpose. The purpose of the Committee is to assist the Board in fulfilling its oversight responsibility. The Committee’s general functions are to:
 - A. Monitor the integrity of the Company’s financial reporting process and systems of internal control regarding finance, accounting and legal compliance with applicable laws and regulations.
 - B. Be directly responsible for the appointment, compensation and oversight of the work of the Company’s independent auditors.
 - C. Provide an avenue of communication among the independent auditors, management and the Board.
 - D. The Committee is not responsible for planning or conducting audits or determining that the Company’s financial statements are accurate or are in accordance with generally accepted accounting principles. This duty is the responsibility of management and the independent auditors who are ultimately accountable to the Board and the Committee. Also, it is not the duty of the Committee to independently verify information presented to it, unless special circumstances require such verification.
 - E. The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities, and have direct access to the independent auditors as well as anyone in the Company’s organization.

- III. Audit Committee Composition and Qualifications. The Committee shall be comprised of the number of members of the Company's Board fixed by the Board from time-to-time. The exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board. One of the members of the Committee shall be designated by the Board as the chairperson (hereinafter the "Chairperson") of the Committee. The Board shall appoint the members of the Committee to serve until their successors have been duly designated. Members of the Committee may be removed by the Board for any reason and at anytime. Vacancies on the Committee shall be filled by the Board. The Board shall appoint as members current Directors of the Company meeting the criteria for independence as determined by the Board. The Board has determined a Member is independent if such Member is not an affiliated person of the Company or any subsidiary of the Company, nor an Executive Officer or employee of the Corporation receiving material compensation (other than as a Director or Committee Member), nor an independent consultant or advisor receiving any other material compensatory fee. In addition, the Board shall consider appointing at least one member who qualifies as an independent Audit Committee financial expert under applicable Securities and Exchange Commission ("S.E.C.") regulations, if available.
- IV. Audit Committee Responsibility and Duties. The Committee shall have responsibilities in the following areas:
- A. Internal Controls:
- (1) Review with management and the independent auditors the adequacy of the Company's internal accounting controls and procedures.
 - (2) Inquire about internal control recommendations made by the independent auditors and whether they have been implemented by management.
- B. Financial Reporting:
- (1) Review reports prepared by management and by the independent auditors of significant accounting and financial reporting issues and judgments and their impact on the financial statements.
 - (2) Review periodically with the independent auditors significant risks and exposures and plans to monitor, control and minimize such risks and exposures.
 - (3) Review significant changes to the Company's auditing and accounting practices as suggested by the independent auditors or management and discuss them on a timely basis.

- (4) Meet with management and the independent auditors to review and discuss the annual audited financial statements and the results of the audit.
- (5) Review with management certain interim financial statements prior to release to Stockholders and the public.

C. Compliance:

- (1) Periodically obtain reports from management, independent auditors, legal counsel, tax advisers or any applicable regulatory agency regarding regulatory compliance, transactions with affiliates, and other legal matters that may have a material impact on financial statements and the consideration of those matters in preparing the financial statements.
- (2) Review the effectiveness of the policies and procedures for monitoring compliance with laws and regulations and the results of management's investigation and follow-up on any reporting deficiencies, fraudulent acts or accounting irregularities.

D. Independent Auditors:

- (1) Be responsible for the appointment, compensation and oversight of the work of independent auditors. The independent auditors shall report directly to the Committee. Review the performance of the independent auditors on at least an annual basis.
- (2) In connection with IV, D(1) above, review and evaluate the annual engagement proposal for retention of the independent auditors and performance and level of fees to be paid to them.
- (3) Review the independent auditors proposed audit scope and approach.
- (4) Take steps to assure that the independent auditors are not engaged in the performance of non-audit services for the Company as specified hereafter, unless exempted by the accounting oversight board.
 - (a) Bookkeeping or other services related to the accounting records or financial statements of the Company;
 - (b) Financial information systems design and implementation;
 - (c) Appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

- (d) Actuarial services;
 - (e) Internal audit outsourcing services;
 - (f) Management functions or human resources;
 - (g) Broker or dealer, investment adviser, or investment banking services;
 - (h) Legal services and expert services unrelated to the audit; and
 - (I) Any other services that the public company accounting oversight board determines by regulation is impermissible.
- (5) Approve in advance permitted non-audit services (that is, services not prohibited under Item IV, D(4) above) including tax services.
- (a) The approval must be made before performance of the services commences.
 - (b) The Audit Committee may delegate to one or more of its Members the authority to pre-approve permissible non-audit services, provided, however, after such delegated Member has granted a pre-approval, he or she must report the decision at the next meeting of the full Audit Committee.
 - (c) The Audit Committee need not pre-approve non-audit services provided by an accounting firm that is not auditing the Company.
 - (d) Pre-approval is not required with respect to a non-audit service if:
 - (I) The service was not recognized by the Company at the time of the audit engagement to be a non-audit service;
 - (ii) The aggregate amount paid for all services described is not more than 5% of the total amount of revenues paid by the Company to the auditor during the fiscal year when the non-audited services are performed;
 - (iii) The service is promptly brought to the attention of the Audit Committee; and

- (iv) The Audit Committee approves the activity prior to the conclusion of the audit. (This post-approval may be granted by the entire Audit Committee or by one or more Audit Committee Members to whom authority to grant such approvals has been delegated by the Audit Committee.)
 - (e) Audit Committee approvals must subsequently be disclosed to investors in periodic reports filed with the S.E.C., if the Company at that time is a Company reporting to the S.E.C.
- (6) Obtain and review a report from the independent auditors in a timely manner which shall include:
 - (a) The critical accounting policies and practice to be used;
 - (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management;
 - (c) Any accounting disagreements between the independent auditor and management; and
 - (d) Other material written communications between the auditor and management.
- (7) Review with the independent auditors any problems or difficulties the auditors may have encountered, any management letter provided by the independent auditors, and the Company's response to that letter including:
 - (a) Any difficulties encountered, or restrictions on the scope of activities or access to required information
 - (b) Any changes required in the planned scope of the independent audit, and
 - (c) Any recommendations made by the independent auditors as a result of the audit.
- (8) Discuss the matters required to be discussed by Statement of Auditing Standards No. 114 (Auditor's Communications with Those Charged with Governance) as it may be modified or supplemented from time to time (hereinafter "SAS 114").

- (9) On at least an annual basis, review and discuss with the independent auditors all significant relationships they have with the Company that could impair the auditors' independence.

E. Reporting Responsibilities. The Committee shall:

- (1) Regularly report to the Board on the Committee's activities and make appropriate recommendations.
- (2) Assist legal counsel in preparation for inclusion in the proxy statement of the disclosures about the Committee and its functioning required under applicable S.E.C. rules and regulations.
- (3) Annually review and, if appropriate, update the Charter subject to Board approval of changes.

F. Procedures Regarding Complaints. Have in place procedures to receive and address complaints regarding accounting, internal control or auditing issues, which procedures shall provide protection for corporate whistle-blowers by specifying that such procedures provide for employees' anonymous submission of concerns regarding accounting or auditing matters.

G. Other Committee Responsibilities. Meet with the independent auditors and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately.

V. Meetings of Committee.

- A. Frequency. The Committee shall hold regular meetings on such days as it shall determine at least once per year. Special meetings of the Committee will be held upon request of the Chairperson of the Committee or any two other Committee members. Meetings may be held in person or by conference telephone procedure in accordance with Section 141(i) of the Delaware General Corporation Law. Minutes shall be regularly kept of Committee proceedings. In lieu of holding a meeting, the Committee may act by unanimous written consent.
- B. Notice and Agenda. Prior to each regularly scheduled meeting, the Committee members will receive notice of and an agenda for the meeting. Other topics for discussion may be introduced at the meeting or by notice to the Chairperson at the request of any Committee member.

- C. Attendance. The Committee may regularly or from time-to-time ask corporate officers, other Directors, legal counsel, or other employees of the Company to attend meetings.
 - D. Procedures. The Committee may adopt rules for its meeting and activities. In the absence of such rules, the Committee's actions shall be governed by the Company's Bylaws and applicable law, as applicable to Board meetings and activities. In all cases, a quorum of the Committee shall be a majority of the persons then serving as members of the Committee.
- VI Outside Assistance. The Committee shall have the authority to request and receive access to any internal or external information it requires to fulfill its duties and responsibilities. The Committee is authorized to engage independent legal counsel and such other outside professional or other services or advisers as in its discretion it deems necessary to fulfill its responsibilities.