

**CHARTER OF THE COMPENSATION 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 Compensation Committee of the Board of Directors of the Company (hereinafter the “Compensation Committee”) pursuant to Section 141(c) of the General Corporation Law of Delaware and Section 17 of the Bylaws of the Company.
- II. Compensation Committee Purposes. The primary purposes of the Compensation Committee are to assist the Board in fulfilling its responsibilities as follows:
- A. To assist the Board in discharging its responsibilities relating to compensation of the Company’s Chief Executive Officer and other senior executives.
 - B. To assist the Board in establishing appropriate incentive compensation and equity-based plans and to administer such plans.
 - C. To produce an annual report on executive compensation for inclusion in the Company’s Annual Proxy Statement.
 - D. To make recommendations to the Board regarding succession planning and development for senior executives and to perform such other duties and responsibilities enumerated in and consistent with this Charter.
- III. Compensation Committee Composition and Qualifications. The Compensation Committee shall be comprised of at least one (1) member of the Company’s Board. Subject to the foregoing, the exact number of members of the Compensation Committee shall be fixed and may be changed from time-to-time by resolution duly adopted by the Board. One member of the Compensation Committee shall be designated by the Board as the chairperson (hereinafter the “Chairperson”) of the Compensation Committee. The Board shall appoint the members of the Compensation Committee to serve until their successors have been duly designated. Members of the Compensation Committee may be removed by the Board for any reason and at any time. 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. Members of the Compensation Committee should be suitably knowledgeable in all matters pertaining to executive compensation.

IV. Duties and Responsibilities. The Compensation Committee shall be responsible for establishing and monitoring basic policies governing the compensation of the Company's senior elected officers. These duties and responsibilities include:

- A. Evaluating the performance of the Chief Executive Officer and other senior elected officers in light of approved performance goals and objectives.
- B. On at least an annual basis, review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer and other key senior executives, including incentive compensation plans, executive benefit plans and equity based plans.
- C. Make recommendations to the Board from time-to-time with respect to new cash-based incentive compensation plans and equity-based compensation plans.
- D. To consider and make recommendations to the Board regarding succession planning and development for senior executives and other positions as needed.
- E. To produce an annual report on executive compensation for inclusion in the Company's Proxy Statement in accordance with applicable S.E.C. rules and regulations.
- F. To take such other actions as may be referred to it from time-to-time by the Board.

V. Meetings of Compensation Committee.

- A. Frequency. The Compensation Committee shall hold such meetings as it may determine, but no less than one per year. Special meetings of the Compensation Committee will be held upon request of the Chairperson 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 Compensation Committee proceedings.
- B. Attendance. The Compensation Committee may regularly or from time-to-time ask corporate officers, other Directors, legal counsel, or other employees of the Company to attend meetings.

- C. Procedures. The Compensation Committee may adopt rules for its meetings and activities. In the absence of such rules, the Compensation 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 Compensation Committee shall be a majority of the persons then serving as members of the Compensation Committee. In lieu of holding a meeting, the Compensation Committee may act by unanimous written consent.
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- VI. Outside Assistance. The Compensation 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 Compensation Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.