

**STORM RESOURCES LTD.
COMPENSATION, GOVERNANCE AND NOMINATION COMMITTEE CHARTER**

I. COMPOSITION

1. The Compensation, Governance and Nomination Committee (the “**Committee**”) will be composed of three directors of Storm Resources Ltd. (the “**Corporation**”), all of whom shall be independent directors of the Corporation. A quorum will be two Committee members (“**Members**”).
2. The Board of Directors of the Corporation (the “**Board**”) shall appoint one of the Members to act as Committee chairperson (the “**Chair**”).

II. MEETINGS

1. The Committee shall meet at least once annually or otherwise as may be directed by the Board or as circumstances warrant.
2. A Member or an officer of the Corporation, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purposes of recording the minutes of each meeting.

III. REPORTING

1. The Committee shall provide the Board with a summary of all meetings as requested. All information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board upon request to the Chair.

IV. OUTSIDE CONSULTANTS OR ADVISORS

1. The Committee has the power, at the expense of the Corporation, to retain, instruct and compensate independent advisors to assist the Committee in the discharge of its duties.

V. RESPONSIBILITIES

The Board has delegated responsibility for oversight of Storm’s compensation matters, corporate governance, and the nomination of directors to the Committee.

The Committee’s primary responsibilities are: (i) reviewing the compensation policies of the Corporation with respect to directors, officers and employees; and (ii) proposing to the full Board new nominees to the Board. The specific functions of the Committee in carrying out these responsibilities are:

1. Compensation:
 - (a) assess annually the performance of the Chief Executive officer;

- (b) review executive and employee compensation, and overall compensation philosophy, including specific performance objectives;
 - (c) review major changes in the Corporation's benefit plans; and
 - (d) review the adequacy and form of directors' compensation.
2. Nominating and Assessment:
- (a) to consider, evaluate and recommend candidates to fill new positions on the Board created by either expansion or vacancies that occur by resignation, retirement or for any other reason;
 - (b) to review and recommend the director nominees for approval by the Board and the shareholders;
 - (c) to consider questions of possible conflicts of interest of Board members; and
3. Corporate Governance:
- (a) to consider and review the Corporation's corporate governance principles and process and to compare the same to guidelines set forth from time to time, by any applicable regulatory authorities, and propose changes as necessary; and
 - (b) to review and update periodically a Code of Business Conduct and Ethics (the "**Code**") and ensure that management has established a system to monitor compliance with the Code.