

CONTANGO OIL & GAS COMPANY
AMENDED AND RESTATED
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) of Contango Oil & Gas Company (the “Company”) has established the Compensation Committee of the Board (the “Committee”) with the authority, responsibility and specific duties as described in this Amended and Restated Compensation Committee Charter (this “Charter”). This Charter was adopted by the Board of the Company on October 1, 2013.

I. Purposes

The purposes of the Committee are to:

- A. Assist the Board in the design and administration of executive compensation programs, the annual evaluation of the performance of the CEO and senior management and the compensation of senior management;
- B. Review, evaluate and approve the agreements, plans, policies and programs of the Company to compensate the Company’s non-employee directors, subject to Board approval, Chief Executive Officer, subject to Board approval, and other corporate officers;
- C. Review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement for its annual meeting of stockholders (“Proxy Statement”) or Annual Report on Form 10-K, as applicable, and to determine whether to recommend to the Board that the CD&A be included in the Proxy Statement, in accordance with applicable rules and regulations;
- D. Produce the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Company’s Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
- E. Otherwise assist in the discharge the Board’s responsibilities relating to compensation of the Company’s corporate officers and directors;
- F. Perform such other functions as the Board may assign to the Committee from time to time; and
- G. Retain or obtain, in its sole discretion, the advice of a compensation consultant, legal counsel or other compensation advisor, such advice to be evaluated by the Committee, which shall exercise its judgment as it deems appropriate and may, but is not required to, follow such advice. Such compensation consultant, legal counsel or other compensation advisor need not be independent; provided, however, that in connection with the

engagement of such an advisor, the Committee must consider, prior to engaging such advisor, all factors relevant to that advisor's independence from management or the Company as a whole. This analysis shall include all specific factors identified by the Securities and Exchange Commission or the applicable stock exchange rules, including, without limitation, the following:

1. The provision of other services to the Company by the advisor's employer;
2. The amount of fees received from the Company by the advisor's employer, as a percentage of total revenue of the advisor's employer;
3. The policies and procedures of the advisor's employer that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the advisor with a member of the Committee;
5. Any stock of the Company owned by the advisor; and
6. Any business or personal relationship of the advisor or the advisor's employer with an executive officer of the Company.

The Committee will evaluate whether any retained advisor has a conflict of interest, in accordance with Regulation S-K, that would require disclosure in the Proxy Statement.

II. Committee Membership

The Committee shall consist of not less than two members of the Board. If required by the listing requirements prescribed by the applicable exchange or market on which the Company common stock is traded, each member of the Committee shall be "independent" as defined by the listing requirements of the exchange. In addition, at least two members of the Committee shall be "Non-Employee Directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended ("Rule 16b-3"), and "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code ("Section 162(m)"). Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman shall be selected annually by the Board, which may be based on the recommendation of the Nominating & Governance Committee of the Board, and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may, but shall not be required to, designate a Chairman by majority vote of the Committee members then in office.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding

statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee shall have the authority to:

1. Review the overall compensation philosophy and policies of the Company.
2. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
3. Retain and determine funding for legal counsel and other experts and advisors, including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any compensation consultant to be used in the evaluation of director, Chief Executive Officer or officer compensation, as it deems necessary or appropriate to fulfill its responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
4. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. In particular, the Committee may delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are (a) “Non Employee Directors” for the purposes of Rule 16b-3 and/or (b) “outside directors” for the purposes of Section 162(m). However, subcommittees shall not have the authority to engage legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and regularly report to the Committee.

B. Responsibilities

The Committee shall have the following responsibilities:

Executive Compensation

1. The Committee shall exercise oversight of all matters of executive compensation policy.
2. Periodically, the Committee shall:
 - Review, modify (if necessary) and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation

competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;

- Review, modify (if necessary) and approve corporate goals and objectives, including annual performance objectives, relevant to the compensation of the Company's Chief Executive Officer and the Company's other executive officers and approve any other goals and objectives relevant to the compensation of the Company's Chief Executive Officer;
 - Review, modify (if necessary) and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation;
 - Evaluate the performance of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers in light of the Company's executive compensation goals and objectives; and
 - Recommend, subject to Board approval, the compensation of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, set the compensation of the Company's other executive officers based on this evaluation, including the annual base salary levels; annual cash incentive awards; long-term incentive awards; employment agreements, severance arrangements and change-in-control agreements and provisions; and any special or supplemental benefits. In determining the long-term incentive component (if any) of such compensation, the Committee may consider such factors as the Committee deems appropriate, including the Company's performance and relative stockholder return, the value of similar awards to officers at comparable companies and the awards given to the Chief Executive Officer and other executive officers historically.
3. The Committee shall review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report on Form 10-K, in accordance with applicable rules and regulations.
 4. Each year, the Committee shall prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in the Company's Proxy Statement or Annual Report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
 5. The Committee shall review and recommend to the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation ("say-on-pay"). This review should take into account the historical results of stockholder advisory votes on the frequency of say-on-pay resolutions at the Company.

6. When and if required by law, the Committee will prepare and recommend to the Board for adoption a clawback policy that complies with applicable rules and regulations, including the rules and regulations of the Securities and Exchange Commission, and the listing standards of the applicable stock exchange on which the Company's securities are then traded.
7. Following each stockholder meeting at which say-on-pay resolutions are proposed for a stockholder advisory vote, the Committee shall review the results of the advisory vote, and consider whether to make any adjustments to the Company's executive compensation policies and practices.

Incentive and Equity Compensation

8. Review and approve (subject to Board ratification, with respect to the Chief Executive Officer) all equity compensation awards to be issued to executive officers and employees pursuant to the Company's equity-based plans and the aggregate amount of all cash and other incentive compensation to be paid or issued to the Company's executive officers and employees.
9. Periodically, the Committee shall review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.
10. The Committee shall ensure that stockholders are given the opportunity to vote on equity-compensation plans, as may be required by law, the Company's Certificate of Incorporation or Bylaws (as amended from time to time), the Company's corporate governance guidelines and the listing standards of the exchange.

Director Compensation

11. Periodically, the Committee shall review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. Directors who are employees of the Company shall not receive any additional compensation for service on the Board.

Other Powers and Responsibilities

12. If the Committee engages legal counsel, a compensation consultant or other advisors, then the Committee is directly responsible for the appointment, compensation and oversight of such counsel, consultant or advisor.

IV. Procedures

- A. **Meetings.** The Committee shall meet at the call of its Chairman, two or more members of the Committee, the Chairman of the Board or the Company's Chief Executive Officer. The Committee shall meet as frequently as circumstances dictate, but no less than once per year. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's Bylaws. Meetings of the Committee shall be held at such time and place, and upon

such notice, as its Chairman may from time to time determine. The Committee shall keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include non-independent directors, other Board members, members of the Company's management, advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote.

Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee. In addition, the Chief Executive Officer shall be excluded during any voting or deliberations by the Committee on his or her compensation.

- B. ***Quorum and Approval.*** A majority of the Committee's members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. ***Rules.*** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chairman and designation of a secretary of the Committee at any meeting thereof.
- D. ***Reports.*** The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board.
- E. ***Review of Charter.*** Periodically, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. ***Performance Review.*** Periodically, the Committee shall review and evaluate its own performance and shall submit itself to a review and evaluation by the Board.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee as well as the Chairman shall be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Company's corporate governance guidelines and any policies adopted by the Board, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

V. Posting Requirement

The Company shall make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its Proxy Statement or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

* * *

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.