

COMPENSATION COMMITTEE CHARTER

Status

The Board of Directors (the “**Board**”) of Harvest Oil & Gas Corp. (the “**Company**”), has established the compensation committee (the “**Compensation Committee**”) as a standing committee of the Board.

Purpose

The purposes of the Compensation Committee are to discharge the responsibilities of the Board relating to compensation of the Company’s Chief Executive Officer and other executives, and the Board. Except as otherwise required by applicable laws, regulations or listing standards, all major decisions are considered by the Board as a whole.

Membership and Qualification

The Compensation Committee shall consist of two or more directors. At such time as the Company shall be listed on a national securities exchange and prior to the appointment of such members and annually thereafter, the members of the Compensation Committee shall each have been affirmatively determined by the Board (i) not to be an officer or employee of the Company, (ii) to have no relationship that would interfere with their exercise of independent judgment in carrying out the responsibilities of a director and Compensation Committee member, (iii) to be “independent” under the rules of The Nasdaq Stock Market LLC (“**Nasdaq**”) or the New York Stock Exchange (“**NYSE**”), as applicable, (iv) to be a “Non-Employee Director” as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended and (v) to be an “outside director” as defined in Rule 162(m) under the Internal Revenue Code of 1986. Membership on the Compensation Committee shall rotate at the Board’s discretion. Unless the Committee Chairman is appointed by the full Board, the members of the Compensation Committee may select a Committee Chairman.

Meetings and Other Actions

The Compensation Committee will meet at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Committee Chairman or the Chairman of the Board. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the Compensation Committee.

The Compensation Committee may delegate any of its authority to a subcommittee, provided that no subcommittee shall consist of less than two members. The Committee Chairman shall report from time-to-time to the Board on Compensation Committee actions and on the fulfillment of the Compensation Committee’s responsibilities under this charter. The Compensation Committee shall keep minutes of all meetings and actions of the Compensation Committee, which shall be distributed to the Board.

Responsibilities

The Compensation Committee is directly responsible for establishing annual and long-term performance goals and objectives for the Company's executive officers. The responsibilities of the Compensation Committee are:

- in consultation with senior management, to recommend to the Board for approval the Company's general compensation philosophy and objectives;
- to review and approve the Company's goals and objectives relevant to the compensation of the executive officers of the Company (collectively, the "*Executive Officers*"), to annually evaluate the Executive Officers' performance in light of those goals and objectives, and to determine if any adjustments are necessary to the compensation level of any of the Executive Officers, including salary, bonus, incentive and equity compensation;
- to make recommendations to the Board with respect to all compensation for the Executive Officers, and to the direct reports to such Executive Officers, including salary, bonus, incentive and equity compensation;
- to review and discuss with the Board the Company's disclosures to be included under "Compensation Discussion and Analysis" ("*CD&A*") in the Company's proxy statement for its annual meeting of stockholders ("*Proxy Statement*"), if any, or the Company's Annual Report on Form 10-K ("*Annual Report*"), as applicable, and determine whether to recommend to the Board that the CD&A disclosures be included in the Proxy Statement or Annual Report, as applicable, in accordance with applicable rules and regulations;
- to produce a compensation committee report on executive officer compensation, if required by the Securities and Exchange Commission ("*SEC*") in accordance with Item 407(e)(5) of Regulation S-K to be included in the Company's Proxy Statement or Annual Report;
- to make awards under existing cash-based and equity-based compensation plans and to make recommendations to the Board with respect to new cash-based incentive compensation plans and equity-based compensation plans;
- to evaluate the compensation of directors, including compensation for service on Board committees, and to make recommendations to the Board regarding any adjustments in director compensation;
- to prepare an annual performance self-evaluation of the Compensation Committee and report the results of such evaluation to the Board;
- to publish this Compensation Committee Charter in accordance with the applicable SEC, Nasdaq or NYSE rules, as and when applicable;
- to review and reassess the adequacy of this Compensation Committee Charter on an annual

basis and recommend any proposed changes to the Board for approval; and

- to perform such other duties and responsibilities as may be assigned to the Compensation Committee by the Board from time to time or as designated by incentive plan documents.

In addition, the Compensation Committee:

- administers the Company's incentive plans;
- determines and certifies the shares of stock awarded under corporate performance-based plans; and
- advises on the setting of compensation for senior executives whose compensation is not otherwise set by the Committee.

In determining the long-term incentive component of the Company's Chief Executive Officer and other executive officers, the Compensation Committee may consider: (i) the Company's performance and relative securityholder return and (ii) the value of similar incentive awards to Chief Executive Officers and executive officers at comparable companies. The Chief Executive Officer of the Company will recuse himself or herself from and not be present during voting or deliberations on his or her compensation.

The Compensation Committee may, in its sole discretion, employ a compensation consultant to assist in the evaluation of the compensation of the Company's Chief Executive Officer or other executive officers. The Compensation Committee shall have the sole authority to approve the fees and other retention terms with respect to such a compensation consultant. The Compensation Committee also has the authority as necessary and appropriate to consult with other outside advisors to assist in its duties to the Company.

Adopted: August 9, 2018