

THE AUDIT COMMITTEE CHARTER

Purpose

The management of Harvest Oil & Gas Corp. (the “*Company*”) is responsible for the preparation, integrity and objectivity of the financial statements of the Company and for establishing and maintaining a system of internal accounting and disclosure controls. It is the responsibility of the independent auditors to express an opinion as to the conformance of the Company’s financial statements with generally accepted accounting principles based upon their audit. The Audit Committee is a standing committee of the Board of Directors (the “*Board*”). Its primary purpose is to assist the Board in its oversight of (1) the integrity of the financial statements of the Company and the Company’s accounting and financial reporting processes and financial statement audits, (2) the compliance by the Company with legal and regulatory requirements, and the Company’s Code of Business Conduct, (3) the independent auditor’s qualifications and independence and (4) the performance of the Company’s internal audit function and independent auditors. The Audit Committee’s functions shall, at a minimum, include those required by The Nasdaq Stock Market LLC (“*Nasdaq*”) or the New York Stock Exchange (“*NYSE*”), as and when applicable, the Securities and Exchange Commission (the “*SEC*”) and the U.S. Federal securities laws.

Membership

The Audit Committee shall be composed of not fewer than two members. 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 Audit 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 Audit Committee member and (iii) to be “independent” under (x) the rules of Nasdaq or NYSE and (y) the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the SEC thereunder (collectively, the “*Exchange Act*”). Members shall be elected annually by the Board for terms of one year, or until their successors shall be duly elected and qualified. Audit Committee members may be replaced by the Board.

In addition:

- No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any then-current subsidiary of the Company at any time during the three years preceding the date of the annual determination of independence, subject to the qualification regarding independence provided above;
- At such time as the Company shall be listed on a national securities exchange, no member of the Committee may serve simultaneously on the audit committee of more than two other public companies;
- Each member of the Audit Committee shall be “financially literate,” as such qualification is interpreted by the Board in its business judgment, but at a minimum must be able to read and

understand fundamental financial statements of the Company, including its balance sheet, income statement and cash flow statement; and

- At least one member of the Audit Committee shall (a) have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background that results in such member having financial sophistication (as determined by the Board in its business judgment), including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities and (b) be an “audit committee financial expert” within the meaning of Regulation S-K under the Securities Act of 1933, as amended, and the Exchange Act.

Authority and Responsibilities

The Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its duties, to retain independent legal, accounting or other advisors. The Company shall provide the Audit Committee with appropriate funding, as determined by the Audit Committee in its capacity as a committee of the Board, for payment of (1) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (2) compensation to any independent counsel or other advisors engaged by the Audit Committee, and (3) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The following shall be the usual recurring activities of the Audit Committee to assist the Board in fulfilling the oversight responsibilities described above. The Audit Committee may modify these activities, as may be required by the Nasdaq or NYSE rules, as and when applicable, or applicable laws, or the rules and regulations of the SEC, as particular circumstances warrant. Specifically, the Audit Committee shall from time to time as required and otherwise when the Audit Committee deems appropriate:

Communication and Reporting

- Provide a direct and independent line of communication between the Company’s internal audit function, its independent auditors, and the Board.
- Report regularly to the Board regarding any issues that arise with respect to the Company’s financial statements or other financial information, compliance with applicable laws, rules, regulations, and the Company’s Code of Business Conduct; the independence and qualifications of the Company’s independent auditors; and the performance of the Company’s independent auditors.

Independent Auditors

- Have the sole authority to appoint or replace the Company’s independent auditors.

- Be directly responsible for the compensation and oversight of the Company’s independent auditors and each other registered public accounting firm engaged (including resolution of disagreements between management and such independent auditors or registered public accounting firms regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, in each case in a manner that is consistent with the standards of independence and other qualifications established by the Nasdaq or NYSE rules, as and when applicable, applicable laws, and any rules and regulations of the SEC. The Company’s independent auditors and each such other registered public accounting firm shall report directly to the Audit Committee.
- Pre-approve all audit, review or attest engagements, internal control related services and permitted non-audit services (including the fees and terms thereof) to be performed by the Company’s independent auditors, subject to *de minimis* or other exceptions for non-audit services permitted under any Nasdaq or NYSE rule, as and when applicable, applicable laws, and any rules or regulations of the SEC (including Section 10A(i)(1)(B) of the Exchange Act) or which non-audit services are approved by the Audit Committee prior to the completion of the audit. The authority to grant pre-approvals may be delegated to one or more designated members of the Audit Committee, whose decision will be presented to the full Audit Committee at its next regularly scheduled meeting.
- At least annually, obtain and review a report by the independent auditors describing:
 - the firm’s internal quality-control procedures;
 - any material issues raised by the most recent internal quality-control review, or peer review or PCAOB review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - all relationships between the independent auditor and the Company, in order to assess the auditor’s independence.
- Review and confirm the independence of the independent auditors by (1) obtaining written statements (as set forth in Independence Standards Board Standard No. 1) from the Company’s independent auditors concerning any relationships between the auditors and the Company or any other relationships, including the provision of non-audit services, that may adversely affect the independence of the auditors; (2) actively engaging the independent auditors in a dialogue with respect to any disclosed relationships for services that may impact the objectivity and independence of the independent auditors; and (3) assessing the independence of the Company’s independent auditors.
- Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

- Recommend to the Board clear policies regarding the hiring by the Company, its subsidiaries and affiliates of employees or former employees of the Company's independent auditors.

Internal Auditing Function

- Review the appointment and replacement of the senior internal auditing executive or the primary firm providing internal audit services for the Company.
- Review the internal audit function responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
- Review the significant reports to management prepared by the internal auditing function and management's responses.

Financial Statements and Earnings Releases

- Review with management and the Company's independent auditors:
 - the Company's annual audited and quarterly financial statements and related footnotes and the independent auditors' report thereon or review thereof, as applicable, including the effect of off-balance sheet structures on the Company's financial statements and the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's annual and quarterly reports to be filed with the SEC prior to the filing of same;
 - any significant difficulties or disputes with management encountered by the independent auditors during the course of the audit or interim reviews and any instances of second opinions sought by management;
 - any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles;
 - any significant findings and recommendations made by the independent auditors with respect to the Company's financial policies, procedures and internal accounting controls, together with management's responses thereto and any special steps adopted in light of material control deficiencies;
 - the form of opinion the independent auditors propose to render to the Board and the Audit Committee and unitholders;
 - the critical accounting policies and estimates used in preparing the financial statements of the Company;
 - the effect of regulatory and accounting initiatives;
 - other material written communications between the Company's independent auditors and

management, such as any management letter or schedule of unadjusted differences;

- all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Company's independent auditors;
- any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
- any disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal accounting and disclosure controls;
- any earnings press releases (including any use of "pro forma," or "adjusted" non-GAAP, information) prior to their release, as well as general types of financial information and earnings guidance provided to analysts and rating agencies;
- to the extent required by applicable law or the Nasdaq or NYSE rules, as and when applicable, other matters required to be discussed by Statement on Auditing Standards (SAS) No. 61, as amended by AU 380, as the same may be amended in the future, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management;
- other matters related to the Company's interim financial results to be included in the quarterly reports to be filed with the SEC and the matters to be communicated under SAS No. 100, as the same may be amended in the future; and
- recommend to the Board whether the Company's annual audited financial statements and accompanying notes should be included in the Company's Annual Report on Form 10-K.

Internal Controls and Interface with Independent Auditors

- Consider and review with management and the independent auditors, the effectiveness of the Company's system of internal controls over financial reporting, disclosure controls and procedures, the adequacy of disclosures about the foregoing, and the safeguarding of assets, including any significant deficiencies which could adversely affect the Company's ability to record, process, summarize and report financial data.
- Review in private discussion with the independent auditors whether there have been (and, if so, the nature of) any audit problems or difficulties and any related responses by management. This review shall include:

- confirmation that management is not placing any restrictions on the scope of the independent auditors' work or their access to information;
 - inquiry as to any accounting adjustments noted or proposed by the independent auditors but "passed" (as immaterial or otherwise) and any communications between the audit team and the audit firm's national office regarding auditing or accounting issues raised in connection with the Company's audit; and
 - discussion of any "management" or "internal control" letters issued or proposed to be issued by the independent auditors to the Company, as well as any other material written communications between the independent auditors and management that the independent auditors or management bring to the Audit Committee's attention.
- Oversee procedures for receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters or discrimination or harassment alleged to result from employees' complaints regarding such matters.

Miscellaneous

- Review and discuss, at least annually, the Company's proved reserves, and changes in proved reserves, as well as any report of the independent reserve engineering consultants regarding such reserves submitted to any governmental body or the public, excluding any data provided to the Energy Information Administration.
- Inquire of management, the Company's independent auditors and the General Counsel, if any, about the Company's risk assessment and risk management policies, including the Company's major financial risk exposures and the steps management has taken to monitor and mitigate such risks.
- Review and investigate any matters pertaining to the integrity of management, conflicts of interest, or adherence to standards of business conduct as required by the Company's policies.
- Obtain advice and assistance from the Company's General Counsel, if any, and outside legal, accounting and other advisors regarding compliance with laws, regulations and internal procedures, and contingent liabilities that may be material to the Company.
- Review, prior to submission, all certification letters and other documents required to be submitted by the Company that may be required by the Nasdaq or NYSE rules, as and when applicable, or the rules or regulations of the SEC concerning the composition of the Audit Committee, the Audit Committee Charter, or related matters.
- Review the Audit Committee Charter annually to ensure that it meets all Nasdaq or NYSE rules, as and when applicable, and legal requirements and recommend any necessary or

desirable revisions to the Board.

- Conduct a self-evaluation of the Audit Committee's performance at least annually.
- Obtain assurance from the independent auditor that Section 10A(b) of the Exchange Act has not been implicated.
- Oversee compliance with the Company's policies and Code of Business Conduct including:
 - confirmation that the Company's policies and Code of Business Conduct are formalized in writing and that procedures are in place to communicate such policies and codes to appropriate management, supervisory and other key employees; and
 - periodic review of the Company's policies and Code of Business Conduct, with particular focus on related party transactions and conflicts of interest involving, directly or indirectly, any director or executive officer, and consider whether any changes are needed.
- Determination of whether to grant any waivers of or approve any other deviations from the Company's policies, the Code of Business Conduct, and documenting and monitoring any such approval or waiver.
- Publish this Audit Committee Charter in accordance with applicable SEC, Nasdaq, or NYSE rules.
- Evaluate annually whether the Company should change its independent auditors or the partner in charge of performing or reviewing the Company's audit or other audit team personnel. Such evaluation shall be based on all relevant circumstances known to the Audit Committee, including qualifications of and quality of services performed by the independent auditing firm and the primary audit partner, opinions of the Company's management regarding the independent auditors, length of tenure, factors having the potential to impact objectivity, the SEC requirement to rotate at least every five years the primary audit partner in charge of performing (or overseeing the performance of) the Company's audit and the primary audit partner in charge of reviewing the Company's audit, the possible desirability of regular rotation of the independent auditing firm, any reported issues regarding the independent auditing firm's internal controls or audits of other companies, and the independent auditing firm's efficiencies and relevant expertise regarding the Company. The Audit Committee shall present to the Board a summary of the Audit Committee's evaluation and conclusions.

Meetings

The Audit Committee shall convene on at least a quarterly basis. Such quarterly meetings, in any event, shall be held following the end of each fiscal quarter of the Company prior to the release of quarterly or annual earnings to review the financial results of the Company for the preceding fiscal quarter, or preceding fiscal year, as applicable. The Audit Committee

shall meet periodically with management, the Company's internal auditors (or other personnel responsible for the internal audit function) and the Company's independent auditors in separate executive sessions. The Audit Committee shall meet periodically in executive session without members of management present. Quarterly and other meetings of the Audit Committee may be called by the Chairman of the Audit Committee, the Chairman of the Board, the Chief Executive Officer, or the Chief Financial Officer of the Company. The Audit Committee may request any officer, employee or advisor of the Company to participate in an Audit Committee meeting or to meet with any members of, or advisors to, the Audit Committee.

If a Chairman of the Audit Committee is not designated or present, the members of the Audit Committee present at the meeting may designate a Chairman by majority vote. A majority of the members present at a meeting shall constitute a quorum to properly convene a meeting. The Audit Committee Chairman, in consultation with the Company's Chief Financial Officer, other Audit Committee members and the Company's independent auditors, shall prepare and circulate among the members an agenda in advance of each quarterly meeting. Meetings of the Audit Committee may be in person, by conference call or by unanimous consent.

Reporting

Formal meeting minutes shall be maintained, distributed to Committee members, and filed with the Company's Secretary. In addition, the Chairman of the Audit Committee shall provide regular reports to the Board.

Adopted: August 9, 2018