



CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(As Revised on March 8, 2005)

I. Purpose

The Compensation Committee is appointed by the Board of Directors of the Company to assist the Board in discharging its responsibilities relating to compensation of the Company's executives.

The Committee has the authority to engage compensation consultants to assist in the evaluation of senior executive compensation. It shall have sole authority to retain and terminate any such consultants, including sole authority to approve the consultant's fees and other retention terms.

II. Composition and Meetings

The Committee shall consist of three or more directors. The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. A person may serve on the Committee only if he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, and (iii) satisfies the requirements of an "independent" director under applicable New York Stock Exchange listing standards.

Committee members shall be appointed by the Board on recommendation of the Nominating Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

If a Committee Chair is not designated by the Board or present at a meeting, the members of the Committee may designate a Chair by majority vote of the members of the Committee who are present. A majority of the members of the Committee shall constitute a quorum.

III. Responsibilities and Duties

The Committee is responsible for:

- Reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluating the Chief Executive Officer's performance in light of those goals and objectives, and determining and approving the Chief Executive Officer's compensation level based on this evaluation;
- Reviewing and approving annual and long-term performance goals and objectives for the Company's other executive officers;

- Making recommendations to the Board with respect to non-CEO executive officer compensation, incentive compensation plans and equity based plans;
- Granting options and awards under the Quicksilver Resources Inc. Amended and Restated 1999 Stock Option and Retention Stock Plan;
- Advising the Board with respect to the setting of compensation for executive officers whose compensation is not otherwise set by the Committee; and
- Publishing an annual Compensation Committee Report on executive officer compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

Members of the Committee shall not be eligible to participate in any plan administered by the Committee.

IV. Minutes, Reports and Evaluation

The Committee will maintain written minutes of its meetings that will be filed with the minutes of the meetings of the Board.

The Committee will report periodically to the Board regarding the Committee's activities, which will be incorporated as a part of the minutes of the Board at which those activities are presented.

On an annual basis, the Committee will evaluate its own performance against the requirements of this Charter and report the results of such evaluation to the Board.