

**TREADOR RESOURCES CORPORATION  
CORPORATE GOVERNANCE COMMITTEE CHARTER**

This Corporate Governance Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to periodically review and assess the Code of Ethical Conduct and Business Practices and the Corporate Governance Guidelines and make recommendations for changes thereto to the Board, and to review such other matters related to corporate governance of the Company, unless the authority to conduct such review is delegated to the Board or another committee.
2. **Composition and Appointment of Committee Members.** The Committee shall consist of three or more members of the Board. The Board shall appoint the members and the Chairperson of the Committee on the recommendation of the Nominating Committee. Membership on the Committee shall rotate at the Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause.
3. **Subcommittees.** The Committee shall have the authority to delegate authority and responsibilities to subcommittees, so long as no subcommittee consists of less than two members.
4. **Advisors.** The Committee shall have the authority to (i) retain, at the Company’s expense, a consultant or other expert advisors (“Advisors”) as it deems necessary to fulfill its responsibilities and (ii) determine, on behalf of the Company, the compensation of such Advisors.
5. **Code of Ethical Conduct and Business Practices.** The Committee shall conduct an annual review and assessment of the Company’s Code of Ethical Conduct and Business Practices and recommend to the Board any changes to such Code that it deems necessary.
6. **Corporate Governance Guidelines.** The Committee shall conduct an annual review and assessment of the Company’s Corporate Governance Guidelines and recommend to the Board any changes to such Guidelines that it deems necessary.
7. **Communications with Security Holders.** The Committee shall be responsible for establishing a process for security holders to send security holder communications to Board members.
8. **Review of Other Matters.** The Committee may from time to time review and make recommendations to the Board regarding other matters related to corporate governance of the Company, unless authority to conduct such review has been delegated to the Board or other committees.
9. **Meetings.**
  - 9.1. **Frequency of Meetings.** The Committee shall meet at least one time during each fiscal year. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable.
  - 9.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities.

9.3. **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting

10. **Reports and Assessments.**

10.1. **Board Reports.** The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.

10.2. **Evaluation of Committee Charter.** The Committee shall annually assess, with the assistance of management and the Company's outside law firm, the adequacy of this Charter.