

KELT EXPLORATION LTD.
(the “Corporation”)

COMPENSATION COMMITTEE MANDATE

Purpose

1. The purpose of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors of the Corporation (the “**Board**”) is to:
 - (a) recommend, review and approve corporate goals and objectives relevant to the Chief Executive Officer and director performance and evaluate performance to determine compensation;
 - (b) make recommendations to the Board regarding compensation including incentive and equity-based compensation plans; and
 - (c) review director and executive officer compensation disclosure prior to its public disclosure.

Duties

2. The duties of the Compensation Committee are to:
 - (a) annually recommend objectives and performance criteria applicable to the Board, each director, the Board Chair, the Lead Director, the Chair of each Committee and the Chief Executive Officer;
 - (b) annually arrange for an evaluation of the performance, contribution and effectiveness of the Board and Committees, individual directors, the Board Chair, the Lead Director, the Chair of each Committee and the Chief Executive Officer in the context of the mandates, position descriptions, competencies and skills that each director is expected to bring to the Board by circulating:
 - (i) a Board questionnaire which asks directors to identify their own skills, their contributions to the Board and Committees, and rate their effectiveness;
 - (ii) a peer review questionnaire which asks directors to rate the contributions and effectiveness of their fellow Board members; and
 - (iii) a governance questionnaire which asks the directors to provide feedback on the Board and Committee Mandates, position descriptions, Code of Business Conduct and Ethics and other policies;
 - (c) prepare and distribute a report to the Board regarding annual evaluations to initiate discussion regarding how to improve the performance, contribution and effectiveness of the Board, each Committee, each director and the Chief Executive Officer;
 - (d) make recommendations to the Board regarding the amount and form of compensation to award to directors, the Board Chair, the Lead Director and the Chair of each Committee;
 - (e) make recommendations to the independent members of the Board regarding the amount and form of compensation to award the Chief Executive Officer;

- (f) review and make recommendations to the Board regarding proposals for the compensation of executive officers and management, including salary, bonus, options, perquisites, retirement allowances and all other forms of proposed compensation;
- (g) review and make recommendations regarding all incentive and equity-based compensation plans and all proposed grants of securities under such plans;
- (h) review and make recommendations regarding employee benefit and retirement plans; and
- (i) in making all compensation recommendations take into consideration:
 - (i) the duties of each individual, his or her past service and continuing responsibilities;
 - (ii) the position or job description of individuals, their short and long-term objectives, goals and performance measurement indicators;
 - (iii) the Corporation's performance and shareholder returns; and
 - (iv) the form and amount of compensation awarded by comparable companies and competitors.

Composition

- 3. All of the members of the Compensation Committee will, at all times, be independent of the Corporation within the meaning of applicable laws, rules, policies, guidelines and requirements as determined by the Board.
- 4. Members of the Compensation Committee shall be appointed from time to time to hold office at the pleasure of the Board.

Committee Chair

- 5. The Board shall appoint a Chair for the Compensation Committee.
- 6. If the Chair of the Compensation Committee is not present at any meeting of the Compensation Committee, one of the other members of the Compensation Committee who is present at the meeting shall be chosen by the Compensation Committee to preside at the meeting.

Meetings

- 7. The Compensation Committee is responsible to meet as often as required to discharge its duties.
- 8. The Chair of the Compensation Committee will, in consultation with the members, determine the schedule, time and place of meetings.
- 9. A quorum for a meeting of the Compensation Committee shall be a majority of members present in person or by telephone conference call.
- 10. Notice of the time and place of every meeting shall be given in writing (including by way of written email or facsimile communication) to each member of the Compensation Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express

purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. At the invitation of the Chair of the Compensation Committee, one or more officers of the Corporation may attend any meeting of the Compensation Committee.

Procedures, Records and Reporting

12. Subject to any statute or articles and by-laws of the Corporation, the Compensation Committee shall fix its own procedures at meetings, keep records of its proceedings and report to the Board when the Compensation Committee may deem appropriate (but not later than the next meeting of the Board). The minutes of its meetings shall be distributed to all members of the Board. All Directors shall be provided with access to any materials distributed to members of the Compensation Committee.
13. The Compensation Committee is responsible for preparing a report for inclusion in the Corporation's annual management information circular.

Delegation

14. The Compensation Committee may delegate, from time to time, to any individuals or sub-committees of the Compensation Committee, any of the Compensation Committee's responsibilities that lawfully may be delegated.

Materials

15. The Compensation Committee has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

Governance

16. The Compensation Committee is responsible to annually review, and in its discretion make recommendations to the Board regarding confirmation of or changes to be made to its Mandate and the position description of its Chair.

Advisors

17. The Compensation Committee has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Compensation Committee in the discharge of its duties.

Revision No. 1 adopted and approved by the Board: February 26, 2016.