



**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

ADOPTED ON APRIL 26, 2012

I. PURPOSE OF THE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee (the "*Committee*") of the Board of Directors (the "*Board*" or, when referring to the individuals, the "*Directors*") of Battalion Oil Corporation (the "*Company*") shall be:

1. To identify individuals qualified to become members of the Board;
2. To select, or to recommend that the Board select, the director nominees for the next annual meeting of the shareholders; and
3. To develop and to recommend to the Board a set of corporate governance principles applicable to the Company.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of two or more Directors as determined by the Board. The Board shall develop a list of qualifications the Board shall consider in making determinations with relation to Committee membership. Each member of the Committee (each "*Member*") shall be independent, as required by the rules of the principal securities exchange upon which the Company has listed its securities for trading (the "*Exchange*").

The Members shall be elected by the Board to serve until their successors shall be duly elected and qualified. Unless the Board elects a chairman to the Committee, a chairman may be designated by a majority vote of the full Committee. Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by resolution of the Board. No Member shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Nominating and Corporate Governance Committee Charter (this "*Charter*"). The Committee shall meet as often as it deems necessary and may hold special meetings as circumstances require. A majority of the Members participating in a meeting shall constitute a quorum. The Committee may form and delegate authority to subcommittees when appropriate. Minutes shall be kept for each meeting of the Committee and the Committee will report the results of its meetings to the Board. The Committee may ask members of management and others to play an active role in the nominating process by making candidate recommendations to the Committee, discussing such candidates with the Committee and actively participating in recruiting candidates. It is anticipated that the Chief Executive Officer and the President of the Company will be particularly active in this regard.

IV. COMMITTEE RESPONSIBILITIES

The Committee is granted the authority to perform each of the specific responsibilities enumerated below.

A. Board Candidates

1. The Committee shall establish procedures for identifying Board candidates and accepting nominations of Board candidates by this Committee, the Directors, management (including the Chief Executive Officer) or stockholders.

2. The Committee shall search for, interview and evaluate Board candidates as the needs of the Company so require.

3. The Committee shall review the suitability for continued service of each Director (i) when his or her term expires; (ii) when he or she has a significant change in status, including but not limited to an employment change; or (iii) when potential conflicts occur that could preclude future service. The Committee shall recommend to the Board whether such Director should be re-nominated.

4. The Committee shall recommend to the Board the Board candidates nominated for election by the stockholders or appointment by the Board, as the case may be, pursuant to the bylaws of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors and independence requirements imposed by law, regulation or Exchange rule, as applicable.

B. Board Composition and Procedures

1. The Committee shall review, as it deems appropriate, the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board contains at least the minimum number of independent directors as may be required by law, regulation or Exchange rules and reflects the balance of knowledge, experience, skills, expertise, integrity, ability to make analytical inquiries, and diversity as a whole that the Committee deems appropriate.

2. The Committee shall review periodically the size of the Board and recommend to the Board any appropriate changes, subject to the bylaws of the Company.

3. The Committee shall review, at least annually, the composition of each of the committees of the Board and recommend to the Board the Directors to be appointed to serve on each committee.

C. Corporate Governance

1. The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee shall review the guidelines annually and recommend to the Board any suggested changes.

2. The Committee shall review the Company's bylaws, the Code of Conduct, the Code of Ethics and the position of Lead Director annually and recommend to the Board any suggested changes.

3. The Committee shall oversee the annual evaluation of the performance and effectiveness of the Board and of management.

4. The Committee shall review succession planning annually with respect to the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer and as often as the Committee deems appropriate with respect to any other officers of the Company.

5. The Committee shall discuss semi-annually with each of the executive officers and Directors any potential conflicts of interest or other issues which may affect his or her service or continued employment.

6. The Committee shall monitor the orientation and continued educational programs for the Directors and recommend action to the Board and to any individual Director, as necessary.

7. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

8. The Committee shall conduct an annual performance evaluation of the Committee.

D. Other

The Committee shall have the sole authority to engage, terminate and determine funding for any independent professional advisers, including but not limited to director candidate search firms and counsel, as the Committee determines are appropriate to carry out the Committee's responsibilities hereunder, the cost of which shall be borne by the Company. The Committee may also take such further actions as are consistent with the responsibilities set forth above and perform such other actions as required by law, the listing standards of the Exchange, the Company's charter documents and the Board.

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