

**FRONT RANGE RESOURCES LTD.**  
**(the “Corporation”)**

**COMPENSATION COMMITTEE CHARTER**

**Purpose**

1. The purpose of the Compensation Committee is to assist the Board in discharging its duties relating to compensation of the executive officers of the Corporation. The Committee's goal is to enable the Corporation to attract, retain and motivate talented employees who will contribute to the long term success of the Corporation, by aligning compensation with market conditions, Corporation performance, and the interest of shareholders to maximize shareholder value.

**Duties**

2. The Committee's duties and responsibilities are:
  - a. to review the compensation of Chief Executive Officer (“CEO”) and to make recommendations to the Board with respect to the CEO’s compensation level.
  - b. to make recommendations to the Board with respect to the compensation of other senior management and executive officers of the Corporation.
  - c. to review the compensation and benefits of the directors and to ensure that such compensation reflects the responsibilities and risks involved in being a director.
  - d. to review and make recommendations to the Board as to the general compensation and benefits policies and practices of the Corporation, including incentive stock options for all employees, consultants, directors and officers.
  - e. to review and approve the disclosure to be made of director and executive remuneration in the Management Information Circular.
  - f. to ensure there are appropriate training, development and benefit programs in place for management and staff.
  - g. to review and make recommendation to the Board for its approval on any special compensation and benefit arrangements.
  - h. to review its compensation practices by comparing them to surveys of relevant competitors and to set objective compensation based on this review.
  - i. to perform such other functions as the Board may from time to time assign to the Committee.
  - j. to review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance, and to recommend changes to the Board for its approval.

**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 reviewing and approving the disclosure of executive and director compensation prepared 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 Charter.

## **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.

Adopted and approved by the Board: ●, 2017.