

MATADOR RESOURCES COMPANY

EXECUTIVE COMMITTEE CHARTER

This Executive Committee Charter (“*Charter*”) sets forth the purpose and membership requirements of the Executive Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Matador Resources Company (the “*Company*”) and establishes the authority and responsibilities delegated to it by the Board.

1. Purpose

The Committee is appointed by the Board to act on behalf of the full Board between regularly scheduled Board meetings, usually when timing is critical.

2. Committee Members

The Committee shall consist of three or more members of the Board which, subject to the following membership requirements, shall be appointed by the Board upon the recommendation of the Nominating Committee and may be removed by the Board in its discretion. The Chief Executive Officer shall be, and if a different person, the Chairman of the Board shall be, a member of the Committee. The Board shall appoint the Chairman of the Committee (the “*Chairman*”).

3. Subcommittees

The Committee shall have the authority to delegate authority and responsibilities to subcommittees of its members, so long as the subcommittee consists of at least two members.

4. Advisors

The Committee shall have the authority to (i) retain (and terminate), at the Company’s expense, 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. Committee Authority and Responsibilities

The Committee has and may exercise all of the powers and authority of the Board, except the Committee shall not (i) take any action reserved by Texas law for action by the full Board or (ii) approve any related-party transaction (as defined under the Related Party Transaction Policy). The Committee shall act on behalf of the full Board between regularly scheduled Board meetings when, in the judgment of the Committee, action is required before the next regularly scheduled Board meeting and a special Board meeting is not called.

6. Meetings

6.1 Frequency of Meetings

The Committee shall meet as often as it determines to be necessary or appropriate. The schedule for regular meetings of the Committee may be established by the Committee. The Chairman of the Committee may call a special meeting at any time as he or she deems advisable.

6.2 Minutes

Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities.

6.3 Presiding Officer

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

6.4 Quorum

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

7. Reports and Assessments

7.1 Board Reports

The Chairman 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. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.

7.2 Performance Evaluation

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. As part of this evaluation, the Committee shall also review the Charter. The Committee shall, as appropriate, make recommendations to management, the Corporate Governance Committee or the full Board as a result of its performance evaluation and review of the Charter.

Effective as of February 16, 2018