

MATADOR RESOURCES COMPANY

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*”) of Matador Resources Company (the “*Company*”) 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 Company’s Corporate Governance Guidelines and make recommendations for changes thereto to the Board, to review any other matters related to corporate governance of the Company, unless the authority to conduct such review has been retained by the Board or delegated to another committee, and to oversee the process for evaluation of the Board and management.

2. Committee Members

The Committee shall consist of three or more members of the Board. Members and the Chairman of the Committee (the “*Chairman*”) shall be appointed by the Board and may be removed by the Board in its discretion. Each member shall meet the criteria for independence in accordance with the New York Stock Exchange listing standards and any other required applicable laws, rules and regulations regarding independence as they are in effect from time to time.

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 sole 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. Authority and Responsibilities of the Committee

5.1 Corporate Governance Guidelines

The Committee shall conduct an annual review and assessment of the Company’s (i) Corporate Governance Guidelines and (ii) Code of Ethics and Business Conduct for Officers, Directors and Employees and recommend to the Board any changes to such documents that it deems necessary.

5.2 Review of Other Matters

The Committee shall 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 retained by the Board or delegated to another committee.

5.3 Board and Committee Evaluations

The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.

5.4 Other Duties and Responsibilities

The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's governance.

6. Meetings

6.1 Frequency of Meetings

The Committee shall meet at least once during each fiscal year. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairman of the Committee may call a special meeting at any time as he or she deems advisable, or action may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman.

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 Attendance

The Committee may invite members of management or Advisors to attend meetings and provide pertinent information; *provided*, that the Committee may meet in executive session at its discretion.

6.5 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 the Charter.

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 or the full Board as a result of its performance evaluation and review of the Charter.

Effective as of February 16, 2018