

MATADOR RESOURCES COMPANY

NOMINATING COMMITTEE CHARTER

This Nominating Committee Charter (the “*Charter*”) sets forth the purpose and membership requirements of the Nominating 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: (i) identify and recommend to the Board individuals qualified to be nominated for election to the Board and (ii) recommend to the Board the members and chairman of each Board committee.

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. For so long as the Board is divided into classes, no director may be appointed to serve on the Committee if such director’s class is scheduled for re-election to the Board at the next annual meeting of shareholders or such director is otherwise subject to re-election to the Board at the next annual meeting of shareholders. 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 authority, in its sole discretion, to (i) appoint, retain and terminate a search firm, independent legal counsel and other expert advisors (“*Advisors*”) as it deems necessary to fulfill its responsibilities and (ii) determine, on behalf of the Company, the compensation of such Advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee. The Committee shall be directly responsible for the oversight of the work of any Advisor.

5. Shareholder Advisory Committee for Board Nominations

Prior to recommending to the Board individuals qualified to be nominated for election to the Board in connection with any annual meeting or any vacancy occurring on the Board, to the extent practicable and to the extent then deemed advisable by the Committee, the Committee shall receive and consider the recommendations for nominees of the Shareholder Advisory Committee for Board Nominations (the “*Advisory Committee*”). In addition, to the extent practicable and to the extent then advisable, as requested by the Committee, the Advisory Committee shall make recommendations to the Committee regarding any changes in the criteria for Board membership. The Advisory Committee shall be comprised of 8-12 persons selected by the Committee and shall include at least (i) two members of the Committee, (ii) two former members of or special advisors to the Board, (iii) two shareholders who beneficially own at least \$1 million

of common stock of the Company with such value being determined immediately prior to designation of such shareholders to the Advisory Committee and (iv) two shareholders who have beneficially owned common stock of the Company continuously for at least the previous five years ending immediately prior to the designation of such shareholders to the Advisory Committee. Members of the Advisory Committee may be removed by the Committee in its discretion. The Advisory Committee is governed by its own charter.

6. Authority and Responsibilities of the Committee

6.1 Nominating Qualifications

The Committee, with the advice and assistance of the Advisory Committee to the extent practicable and to the extent then deemed advisable by the Committee, shall periodically review and recommend changes to the criteria for Board membership, as established from time to time by the Board, and shall evaluate the qualifications of each candidate for election to the Board against such criteria for Board membership, taking into account the composition of the Board as a whole. In addition, the Committee shall determine whether qualifications for membership on each committee of the Board are met.

6.2 Consideration of Shareholder Recommendations

The Committee shall be responsible for establishing policies regarding consideration of director candidates recommended by the Company's shareholders, if any, and the procedures to be followed by shareholders that desire to submit such a recommendation.

6.3 Identification of Board Candidates

When the circumstances require, the Committee shall identify, run background checks on and recommend to the Board new persons qualified to be nominated for election as directors.

6.4 Recommendation of Board Nominees

Prior to each annual meeting of the shareholders of the Company, the Committee shall recommend to the Board nominees for election to the Board.

6.5 Recommendation of Committee Members

The Committee shall annually recommend to the Board the membership of each Board committee (including this Committee) and a chairman for each committee. The Committee shall review the qualifications of the members of each committee to ensure that each committee has a membership that meets all required applicable criteria of the New York Stock Exchange listing standards and any other required applicable laws, rules and regulations and requirements of such committee's charter as they are in effect from time to time. There is no policy limiting the length of service on any committee.

6.6 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 nominees for election to the Board or the Board committees.

7. Meetings

7.1 Frequency of Meetings

The Committee shall meet at least two times per fiscal year. A 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, or action may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman. Notice of each special meeting of the Committee shall be given by the Chairman to each member of the Committee at least two days before the date of the meeting.

7.2 Minutes

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

7.3 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.

7.4 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.

7.5 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.

8. Reports and Assessments

8.1 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.

8.2 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 June 24, 2016.