

YUMA ENERGY, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
As Amended on February 7, 2017

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the board of directors (the “**Board**” or, when referring to the individuals, the “**Directors**”) of Yuma Energy, Inc., a Delaware corporation (the “**Company**”), is to discharge the Board’s responsibilities relating to: (i) identifying, evaluating, and recommending individuals qualified to become Board members; (ii) oversight of the composition of the Board and its committees; (iii) assisting the Board in establishing and maintaining effective corporate governance policies; and (iv) performing the annual review of the performance of the Board and its committees.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least two (2) Directors as determined by the Board. All members (“**Members**”) of the Committee shall be independent in accordance with the rules of the principal securities exchange upon which the Company has listed its securities for trading (the “**Exchange**”), and as otherwise required by securities laws, rules and regulations. The Members shall be appointed by the full Board after an affirmative judgment and declaration by the Board that each Member is “independent” and shall serve until their successors shall be duly elected and qualified. The Board may remove any Member at any time with or without cause.

III. DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

To determine the qualifications, qualities, skills, and other expertise required to serve as a Director, and to develop and recommend to the board for its approval, criteria to be considered in the selection of nominees for Director (the “**Director Criteria**”).

To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement.

To make recommendations to the Board regarding the selection and approval of the nominees for Director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of Directors to serve as members of each committee and committee chairperson annually.

To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework.

To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and to oversee the conduct of this evaluation.

If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs, and update them as necessary.

To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nomination process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

The Committee shall periodically review the adequacy of the Company's directors' and officers' liability insurance policies and shall be responsible for ensuring that the Company maintains such insurance coverage as the Committee deems to be in the best interest of the Company.

To perform any other activities consistent with this Charter, the Company's corporate governance documents, the listing standards of the Exchange, Securities and Exchange Commission rules, and federal and state legislation, and report to the Board the items addressed by the Committee at each meeting at which such matters are addressed.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its independent legal counsel, and any other advisers.

V. MEETING AND OPERATIONS

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee shall keep regular minutes of its meetings and shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

VI. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.