

MATADOR RESOURCES COMPANY

SHAREHOLDER ADVISORY COMMITTEE FOR BOARD NOMINATIONS CHARTER

This Shareholder Advisory Committee for Board Nominations Charter (the “*Charter*”) sets forth the purpose and membership requirements of the Shareholder Advisory Committee for Board Nominations (the “*Committee*”) 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 the extent practicable and to the extent then advisable, to suggest to the Nominating Committee (the “*Nominating Committee*”) individuals to be nominated for election to the Board of Directors (the “*Board*”) in connection with any annual meeting or any vacancy occurring on the Board.

2. Committee Members

The Committee shall consist of between 8-12 persons appointed for a one (1) year term. Members and the Chairman of the Committee (the “*Chairman*”) shall be appointed by the Nominating Committee and may be removed by the Nominating Committee in its discretion. The Committee shall consist of at least (i) two members of the Nominating Committee, (ii) two former members of or special advisors to the Board, (iii) two shareholders who each 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 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 Committee.

3. Authority and Responsibilities of the Committee

3.1 Recommendations of Nominations to the Nominating Committee

To the extent practicable and to the extent then advisable (as determined by the Nominating Committee), the Committee shall suggest to the Nominating Committee individuals to be nominated for election to the Board in connection with any annual meeting or any vacancy occurring on the Board.

3.2 Recommendations for Changes in the Criteria for Board Membership

To the extent practicable and to the extent then advisable (as determined by the Nominating Committee), the Committee shall, as requested by the Nominating Committee, make recommendations to the Nominating Committee regarding any changes in the criteria for Board Membership.

4. Meetings

4.1 Frequency of Meetings

The Committee shall meet at least once 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.

4.2 Minutes

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

4.3 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.

4.4 Attendance

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

4.5 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.

4.6 Compensation

Members may receive reasonable compensation for their service as determined by the Board.

5. Board Reports

The Chairman of the Committee shall report from time to time to the Board on Committee actions.

Effective as of February 16, 2018