

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

This charter (the "Charter") reflects the scope of the duties and responsibilities of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of **ENERJEX RESOURCES, INC.**, a Nevada corporation (the "Company").

PURPOSE

The purpose of the Committee shall be to identify individuals qualified to become Board members (consistent with the criteria approved by the Board), recommend to the Board director candidates for nomination at the annual meeting of stockholders, assist in developing compensation strategies and policies, and develop and recommend to the Board the Company's corporate governance principles.

DUTIES AND RESPONSIBILITIES

The Committee's primary duties and responsibilities are to:

- work with the Company's Chief Executive Officer (CEO) to establish general compensation policies for the Company that (i) support the Company's overall business strategies and objectives, (ii) enhance the Company's efforts to attract and retain skilled executives, (iii) link compensation with business objectives and organizational performance, and (iv) provide competitive compensation opportunities for the Company's key employees;
- review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives determine and approve the CEO's compensation level based on this evaluation;
- identify and evaluate existing and potential corporate governance issues;
- develop and recommend to the Board a set of corporate governance principles applicable to the Company, and regularly review those principles;
- consider amendments to the Company's Articles of Incorporation and Bylaws with respect to corporate governance and make recommendations to the Board concerning such proposed amendments;
- identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- review candidates for the Board who are recommended by stockholders;
- make recommendations to the Board regarding the qualifications of candidates for the Board and the director selection process;
- evaluate and make recommendations to the Board concerning the nomination of qualified persons to stand for election or re-election as directors or to fill vacancies on the Board and Board committees.
- review and make recommendations to the Board regarding Board size, composition and structure;

- review and make recommendations to the Board regarding the structure and duties of Board committees, including, without limitation: (i) evaluating the duties and powers of Board committees in light of the Company's existing and planned objectives, (ii) making recommendations as to committee assignments and (iii) considering whether there should be a policy of periodic rotation of directors among committees;
- develop and recommend to the Board standards to be applied in making determinations relating to material relationships between the Company and a director for purposes of determining a director's independence;
- annually evaluate the independence of the directors;
- develop guidelines concerning director stock ownership, recommend Board approval of those guidelines and monitor compliance with those guidelines;
- review and approve directorships in other public companies held by or offered to directors and senior officers of the Company;
- make recommendations to the Board concerning, and periodically reviewing, policies with respect to the retirement of directors;
- oversee the evaluation of the Board and management;
- annually review the Company's succession plans at the CEO and other senior management levels, and report to the Executive Committee regarding the CEO succession plan;
- oversee and make recommendations to the Board with respect to stockholder proposals submitted to the Company;
- review and approve the disclosure in the Company's annual proxy statement regarding the operations of the Committee; and
- perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws as this Committee or the Board may deem necessary, advisable or appropriate for the Committee to perform.

ORGANIZATION

Members of the Committee shall be appointed by the Board, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

The Committee shall designate one member of the Committee to act as its chairperson. The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, but no less than three times annually, maintain minutes of its meetings and report regularly to the Board on its activities. The Committee will meet at least once annually in executive session.

PERFORMANCE EVALUATION

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's Charter

deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make the report.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants to assist the Committee in the performance of its duties, as it deems appropriate. The Committee has sole authority to retain and terminate any special counsel or other experts or consultants to assist in the evaluation of director, CEO or senior executive compensation, including sole authority to approve the firm's fees and other retention terms.

This Charter was approved by the Board of Directors on April 19, 2011.