



TELLURIAN INC.

**CHARTER OF THE GOVERNANCE AND NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS**

As Adopted by the Board of Directors on April 13, 2017

I. Purposes of the Committee

The primary responsibilities of the Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Tellurian Inc., a Delaware corporation (the “**Company**”), are to assist the Board in fulfilling its oversight responsibilities with respect to:

- identifying individuals qualified to serve as directors;
- recommending to the Board candidates for nomination for election to the Board at the annual meeting of stockholders or to fill Board vacancies; and
- developing and recommending to the Board a set of corporate governance guidelines and reviewing on a regular basis the overall corporate governance of the Company.

II. Composition of the Committee

Membership. The Committee shall be comprised of at least two directors as appointed by the Board. Unless a Chair of the Committee is appointed by the Board, the members of the Committee may elect a Chair by majority vote of all members of the Committee.

Independence. Each member of the Committee shall be independent, as defined and to the extent required under the applicable listing rules of The NASDAQ Stock Market LLC (“**Nasdaq**”) and the listing rules or standards of any other securities exchange or association on which the Company’s securities are traded, each as they may be amended from time to time, for purposes of governance and nominating committee membership.

Board determination. The appointment of members to the Committee and the determination of the independence of each Committee member shall be made by the Board on an annual basis, or more frequently if necessary. The Board shall also fill any vacancies on the Committee as they occur, and may remove any member of the Committee at any time with or without cause.

III. Committee Meetings and Organization

The Committee shall meet on a regularly-scheduled basis at least annually, or more frequently as circumstances dictate, at such times and places as the Committee shall determine, and establish its own schedule of meetings and rules of procedure.

Unless otherwise restricted by the Company's Certificate of Incorporation or By-Laws and subject to applicable law, members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to the foregoing shall constitute presence in person at the meeting. In addition, unless otherwise restricted by the Company's Certificate of Incorporation or By-Laws and subject to applicable law, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of the Committee members consent in writing.

The Chair shall preside at meetings of the Committee and shall have authority to convene meetings, set meeting agendas, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as Chair of the meeting. To the extent practicable, the meeting agenda, draft minutes from the prior meeting, and supporting materials shall be provided to members of the Committee prior to each meeting to allow time for review. The Committee may ask members of management, legal counsel, or others to attend its meetings and provide information to the Committee.

The Committee shall keep minutes of each meeting, which shall be approved by the Committee members and submitted to the Board and to the Company's Secretary for filing with the corporate records. The Committee shall report to the Board, from time to time on a regular basis and as requested by the Board, on the activities and duties of the Committee.

IV. Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. *Qualifications of directors.* The Committee will periodically, and no less frequently than annually, meet to assess, develop, and recommend to the Board appropriate criteria for nominating and appointing directors, including relating to:
 - the Board's size and composition;
 - the Company's corporate governance policies;
 - listing standards and laws, rules, and regulations applicable to the Company and members of the Board;
 - individual director performance (including for incumbent directors their Board and committee meeting attendance and performance and length of Board service), qualifications, expertise, integrity, independence under

Nasdaq or other applicable listing standards, depth and diversity of experience (including service as a director or executive with other entities engaged in the Company's business), willingness to serve actively and collaboratively, leadership and other skills, and the ability to exercise sound judgment;

- the number of other public and private company boards on which a director candidate serves;
 - consideration of director nominees proposed or recommended by stockholders and related policies and procedures; and
 - other appropriate factors;
2. *Identify, and review director nominees.* Considering the criteria for nominating and appointing directors as approved by the Board, identify and review individuals qualified to serve as directors, and conduct appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for appointment, election, or re-election to the Board;
 3. *Stockholder nominees.* Establishing procedures for the consideration and evaluation of Board candidates recommended by the Company's stockholders;
 4. *Overall Board composition.* Review annually with the Board the composition of the Board as a whole, including whether the Board has at least the minimum number of independent directors required under Nasdaq rules, reflects the appropriate balance of expertise, relevant experience, sound judgment, business knowledge and acumen, technical skills, diversity, and other desired qualities;
 5. *Organizational documents, corporate governance policies and guidelines.* Periodically review and recommend to the Board the revision or adoption of any Company organizational documents, including the Company's Certificate of Incorporation or By-Laws, and corporate governance policies, principles, or guidelines for the Company that the Committee determines to be necessary or advisable;
 6. *Conflicts of interest.* As requested by the Board, consider questions of possible conflicts of interest of Board members and the Company's executive officers;
 7. *Committee functions and members.* Reviews periodically the structure, size and composition of the Board and its committees and recommends to the Board any appropriate changes and makes recommendations concerning the frequency and conduct of Board and committee meetings;
 8. *Director orientation and education.* Establish and maintain, with input from the members of the Board and management, an appropriate orientation program for

new directors and identify appropriate director development and continuing education opportunities;

9. *Board and committee self-assessments.* Coordinate and oversee the process established for annual self-assessment of the performance of the Board, its committees and their members;
10. *Annual self-assessment.* The Committee shall conduct a self-assessment of the Committee's performance on an annual basis and present a report to the Board of the performance evaluation of the Committee;
11. *Annual review of charter.* The Committee shall review and reassess the adequacy of this Charter on an annual basis, and shall recommend any proposed changes to the Charter to the Board for approval. This Charter shall be amended as appropriate to comply with all applicable requirements of the U.S. Securities and Exchange Commission and Nasdaq, and any other applicable securities exchange or market. This Charter, as amended, shall at all times be made available on the Company's website; and
12. *Other activities.* Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and By-Laws, and applicable laws, rules, and regulations as the Committee or the Board deems necessary or appropriate.

V. Miscellaneous

Committee access and information. In order to carry out the Committee's purposes, duties, and responsibilities, the Committee is authorized to have full access to all books, records, and facilities of the Company, and to have direct, independent, and confidential access to the Company's other directors, management, and personnel. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties, or responsibilities of the Committee, subject to Board oversight as appropriate.

Committee advisers and funding. The Committee has the authority to retain at the Company's expense, any search firm used to identify director candidates, legal counsel, or other advisers or consultants as the Committee determines appropriate to fully carry out its duties, and to approve the related fees and other retention terms of any such advisors retained by the Committee.

Reliance on others. Each member of the Committee shall be entitled to rely on information, opinions, reports, or statements prepared or presented by officers and employees of the Company, legal counsel, or other persons with professional or expert competence. Nothing in this Charter is intended to preclude or impair the protection provided by Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.