

**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
MONTAGE RESOURCES CORPORATION**

(Adopted on February 28, 2019)

The Board of Directors (the “Board”) of Montage Resources Corporation (the “Company”) has established the Nominating and Governance Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Charter of the Nominating and Governance Committee (this “Charter”).

**I. Purposes**

The purposes of the Committee are to:

- A. Assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, including principles of diversity that take into account gender, race, ethnicity, background, age, thought and tenure on the Board;
- B. Recommend to the Board the director nominees for election at the next annual meeting of stockholders;
- C. Recommend to the Board the directors to serve on each Board committee;
- D. Periodically review and reassess the Company’s Corporate Governance Guidelines and recommend any proposed revisions to the Board; and
- E. Oversee an annual evaluation of the Board and its standing committees.

**II. Membership**

The Committee shall consist of such number of directors as determined by the Board from time to time. Each member of the Committee must be “independent” as defined by the listing standards of The New York Stock Exchange, as they may be amended from time to time.

The members of the Committee will be selected by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a chairperson of the Committee has not been designated by the Board or is not present at a meeting of the Committee, the Committee may designate a chairperson by majority vote of the Committee members then in attendance.

**III. Authority and Responsibilities**

In furtherance of the Committee’s purposes, the Committee shall have the following authority and responsibilities:

- A. *Board Membership.*
  - 1. *Search Firms.* The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm’s fees and other retention terms.

2. Director Nominees. The Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, including principles of diversity; and (ii) recommending to the Board the director nominees for election at the next annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider any candidates proposed by stockholders of the Company in conformance with the stockholder proposal procedures of the Company's bylaws or otherwise established by the Company. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Criteria for Selecting Directors. The Committee shall be responsible for reviewing with the Board, on a periodic basis, the requisite skills and criteria for new and continuing Board members, including principles of diversity, as well as the size and composition of the Board as a whole.
4. Director's Continued Service. In accordance with the Company's Corporate Governance Guidelines, the Committee shall review and make a recommendation to the Board as to the appropriateness of a director's continued service on the Board or Board committee upon receiving notice of a significant change in status, including but not limited to a principal change in employment (including retirement), any matter that may cause a change in his or her status as an independent director and any matter that may rise to the level of a material conflict of interest.
5. Director Resignation Review. The Committee shall recommend whether or not the Board should accept a resignation voluntarily tendered by a director.

B. *Board Committees.*

1. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each Board committee and the chairperson of each Board committee.
2. Oversight of Board Committees. The Committee shall periodically review the size and composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, as applicable, the creation of additional Board committees, the modification of Board committees or the dissolution of Board committees.

C. *Related Person Transactions.* In accordance with the Company's Policy Governing Related Person Transactions, the Committee shall conduct appropriate review and oversight of all transactions with related persons (as defined by applicable rules of the Securities and Exchange Commission) to identify potential conflict of interest situations and all such transactions must be approved by the Committee. The Committee shall periodically review the Company's policies and procedures for reviewing and approving or ratifying related person transactions, including the Company's Policy Governing Related Person Transactions, and recommend any changes to the Board.

D. *Other Matters.*

1. *Annual Board Evaluation.* The Committee shall oversee an annual self-evaluation of the Board and its standing committees, which may include an evaluation of the performance of individual directors, to assess whether the Board and its committees are functioning effectively.
2. *Corporate Governance Framework.* The Committee shall periodically review and reassess the adequacy of the Company's Corporate Governance Guidelines and make recommendations to the Board for changes as it deems appropriate.
3. *Corporate Governance Related Matters.* The Committee shall consider any other corporate governance issues that arise from time to time and make recommendations to the Board.
4. *Additional Duties.* The Committee shall have such other duties as may be delegated from time to time by the Board.

**IV. Procedures**

- A. *Meetings.* The Committee will meet at the call of its chairperson, two or more members of the Committee or the chairperson of the Board. The Committee will meet as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or videoconference, in accordance with the Company's bylaws. Meetings of the Committee will be held at such time and place, and upon such notice, as its chairperson may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisers and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. The Committee may also exclude from its meetings any persons it deems appropriate, including any director that is not a member of the Committee.

- B. *Quorum and Approval.* A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. *Subcommittees.* The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
- D. *Independent Advisers.* The Committee may retain and determine funding for legal counsel, consultants and other experts and advisers (each, a "Committee Adviser"), including the authority to retain, approve the fees payable to, amend the engagement with and terminate any Committee Adviser as the Committee deems necessary or appropriate to fulfill its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Committee Adviser engaged by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

- E. *Investigations.* The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- F. *Rules.* The Committee may determine additional rules and procedures, including designation of a chair pro tempore in the absence of its chairperson and designation of a secretary of the Committee at any meeting thereof.
- G. *Reports.* The Committee will, at the direction of its chairperson, maintain minutes of its meetings and will make regular oral or written reports to the Board, directly or through its chairperson, of its actions and any recommendations to the Board.
- H. *Review of Charter.* Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- I. *Performance Review.* Each year, the Committee will review and evaluate its own performance and subject itself to a review and evaluation by the Board.
- J. *Fees; Reimbursement of Expenses.* Each member of the Committee as well as the chairperson of the Committee will be paid the fee, if any, set by the Board for his or her services as a member, or chairperson, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the chairperson of the Committee, will be reimbursed by the Company for all reasonable expenses incurred in connection with his or her duties as a member or as chairperson.

**V. Posting Requirement**

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. If any function of the Committee has been delegated to another committee of the Board, the charter of such other committee shall also be made available on or through the Company's website. In addition, the Company will disclose in its Proxy Statement or in its annual report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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*While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.*