

SYNERGY ENERGY CORPORATION

Majority Voting Policy

1. In any uncontested election of directors to the board of directors (the “Board”) of Synergy Resources Corporation (the “Company”) (i.e., an election other than one in which the number of director nominees exceeds the number of directorships subject to election), if a nominee for director does not receive the vote of at least “the majority of the votes cast” at any meeting for the election of directors at which a quorum is present, and no successor has been elected at such meeting, such director will promptly tender his or her resignation to the Board. For purposes of this Majority Voting Policy, “the majority of votes cast” means that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. “Votes cast with respect to that director’s election” shall include votes to withhold authority, and shall exclude abstentions and failures to vote with respect to that director’s election.

2. If the number of nominees for any election of directors nominated by (i) the Board, (ii) any shareholder, or (iii) a combination of nominees by the Board and any shareholder, exceeds the number of directorships subject to election, the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present will be elected.

3. The Board, within ninety (90) days of receiving the certified voting results pertaining to the election, will decide whether to accept the resignation of any unsuccessful incumbent, or whether other action should be taken, through a process managed by the Nominating Committee. Consideration of resignations shall exclude the director(s) in question; provided, however, if such exclusion results in less than two directors remaining on the Board, then all directors may participate in the decision whether to accept such resignations. In reaching its decision, the Board may consider any factors it deems relevant, including (i) the stated reasons, if any, why stockholders withheld their votes, (ii) possible alternatives for curing the underlying cause of the withheld votes, (iii) the director’s tenure, (iv) the director’s qualifications, (v) the director’s past and expected future contributions to the Company, (vi) the overall composition of the Board, and (vii) whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation, including NYSE MKT listing standards and Securities and Exchange Commission regulations.

4. The Board promptly will disclose the decision whether to accept the director’s resignation offer (and the reasons for rejecting the resignation, if applicable) in a document filed with the Securities and Exchange Commission.

5. Unless otherwise determined by the Board, any accepted resignation shall be effective when such director’s successor is elected and qualified, or upon such director’s earlier resignation or removal. If a resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until such director’s successor is elected and qualified, or upon such director’s earlier resignation or removal.