

**CHARTER
OF
THE OPERATING EXCELLENCE AND CORPORATE RESPONSIBILITY
COMMITTEE
OF THE BOARD OF DIRECTORS OF
GULFPORT ENERGY CORPORATION**

1. PURPOSE

The Operating Excellence and Corporate Responsibility Committee (“Committee”) is appointed by the Board of Directors (the “Board”) of Gulfport Energy Corporation (the “Company”) to assist the Board in overseeing the Company’s compliance with applicable laws, rules, regulations and best practices concerning (1) health, safety and environmental protection, and (2) corporate responsibility matters, including governmental relations, political contributions and corporate philanthropy (collectively, the “HSE and Corporate Responsibility Matters”).

2. COMPOSITION

The Committee shall be comprised of at least three members (including a Chairperson), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the Nasdaq Stock Market LLC. The members of the Committee and the Chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board.

The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

All members of the Committee shall have a working familiarity with the oil and natural gas industry and regulations applicable to companies operating in such industry, including health, safety and environmental regulations.

3. MEETINGS

The Committee shall meet as often as it determines necessary, but at least four times each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall

attend Committee meetings and prepare minutes. The Secretary of the Company shall be the secretary of the Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested. The Committee may ask members of management, employees, outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate. The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

4. **RESPONSIBILITIES**

In order to assist the Board in carrying out its oversight responsibilities, the Committee shall periodically:

- review and make recommendations to the Board regarding the HSE and Corporate Responsibility Matters and their impact on the Company's business and operations;
- monitor and evaluate management's actions with respect to the HSE and Corporate Responsibility Matters;
- review reports from the Company's management, consultants or other advisors regarding (i) the Company's performance with respect to the HSE and Corporate Responsibility Matters and compliance with any related laws and regulations applicable to the Company, (ii) any significant litigation relating to the HSE and Corporate Responsibility Matters involving the Company, and (iii) any significant legislation or regulations, judicial decisions, treaties, protocols, conventions or other agreements, public policies or other scientific, medical or technological developments involving HSE and Corporate Responsibility Matters that will or may have a material effect on the Company's business and operations;
- review the risks and exposures relating to the HSE and Corporate Responsibility Matters, including mitigation and remedial actions;
- review crisis management planning procedures relating to the HSE and Corporate Responsibility Matters;
- if it deems necessary or appropriate, conduct investigations or studies affecting the Company as they pertain to the HSE and Corporate Responsibility Matters;
- review the effectiveness of internal systems and controls necessary to ensure the Company's compliance with applicable health, safety and environmental laws, rules and regulations;
- review the Company's compliance with best industry practices in the areas of health, safety and environmental protection;

- review the Company’s political, charitable and educational contributions/programs and the administration of any political action or similar committees of the Company’s employees (commonly known as PACs);
- prepare for the Board an annual performance evaluation of the Committee;
- review and reassess the adequacy of this Charter and recommend any appropriate revisions to the Board; and
- carry out any other duties and responsibilities relating to the HSE and Corporate Responsibility Matters that may be delegated to it by the Board from time to time.

The Committee, in its discretion, may ask members of the Company’s management or other employees, agents, consultants or advisors to attend its meetings and provide pertinent information as it relates to the HSE and Corporate Responsibility Matters. The Committee shall also have regular access to the Company’s management and such agents, consultants or advisors, as well as any Company documents, policies, procedures or other materials as they relate to the fulfillment of the Committee’s duties hereunder.

5. MISCELLANEOUS

In discharging its responsibilities pertaining to the HSE and Corporate Responsibility Matters, the Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its duties hereunder, to retain one or more independent legal, regulatory or other advisors to the Committee and to approve such advisors’ fees and other retention terms. The Company shall provide funding, as determined by the Committee, for (i) the payment of compensation to such advisors engaged by the Committee, (ii) the conduct of any investigations or studies deemed necessary or appropriate by the Committee in carrying out its duties hereunder and (iii) the payment of administrative expenses of the Committee incurred by the Committee in carrying out its duties hereunder.

Approved by the Board of Directors on December 3, 2018