

**TORCHLIGHT ENERGY RESOURCES, INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

I. Purposes of the Committee

The Audit Committee (the “Committee”) shall conduct continuing oversight of the financial affairs of Torchlight Energy Resources, Inc. (the “Corporation”). The Committee shall assist the Board of Directors (the “Board”) in fulfilling its responsibility to oversee:

- Management’s conduct of the Corporation’s financial reporting process;
- The integrity of the financial statements and other financial information provided by the Corporation to the Securities and Exchange Commission (the “SEC”) and the public;
- The Corporation’s system of internal accounting and financial controls;
- The Corporation’s compliance with legal and regulatory requirements;
- The performance of the Corporation’s internal audit function;
- The independent auditors’ qualifications, performance, and independence; and
- The annual independent audit of the Corporation’s financial statements.

The Committee shall have direct authority and responsibility to appoint, compensate, retain, and oversee the independent auditors. The Committee’s appointment of the independent auditors may also be submitted to the stockholders of the Corporation for their approval. In the event the appointment of the independent auditors is not ratified by the stockholders, however, the adverse vote will be considered as a direction to the Committee to reconsider whether or not to retain that firm as independent auditors. Even if the selection is ratified, the Committee in its discretion may direct the appointment of a different independent auditor at any time if it determines that such a change would be in the best interests of the Corporation and its stockholders.

The Committee shall also prepare the Committee’s report that the SEC rules require be included in the Corporation’s annual proxy statement.

The Corporation’s management is responsible for preparing the Corporation’s financial statements. The independent auditors are responsible for auditing those financial statements. Management, including the internal audit function, and the independent auditors, have more time, knowledge, and detailed information about the Corporation than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Corporation’s financial statements, or any professional certification as to the independent auditors’ work, including with respect to auditor independence. Each member of the Committee shall be entitled to rely on the integrity of people and organizations from whom the Committee receives information and the accuracy of such information, including representations by management and the independent auditors regarding non-audit services provided by the independent auditors.

II. Committee Membership

The Committee shall have at least two members. Committee members shall be appointed by the Board from among its members and may be removed by the Board at any time. Each member of the Committee must satisfy such criteria of independence as the Board may establish and such additional regulatory or listing requirements as the Board may determine to be applicable or appropriate.

Each member of the Committee shall be financially literate within a reasonable period of time after appointment to the Committee; must be “independent” within the meaning of Rule 10A-3 under the Securities Exchange Act of 1934; and may not serve on more than two other public company audit committees unless the Board determines that such simultaneous service would not impair the ability of the

member to serve effectively on the Committee. In addition, at least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC.

The actual number of members shall be determined from time to time by resolution of the Board. Two members of the Committee shall constitute a quorum thereof.

III. Committee Structure and Operations

The Chair of the Committee shall be designated by the Board. The Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Committee. In addition to the regular meeting schedule established by the Committee, the Chair of the Committee may call a special meeting at any time.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

The Committee may establish sub-committees to carry out such duties as the Committee may assign.

IV. Committee Activities

The following shall be the common recurring activities of the Committee in carrying out its purposes. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Appoint the independent auditors to audit the consolidated financial statements of the Corporation and its subsidiaries for the coming year; approve the engagement fees and terms; and recommend ratification of that appointment by the shareholders.
2. Pre-approve all audit and non-audit services to be provided by the independent auditors to the Corporation in accordance with the Committee’s policies and procedures, and regularly review (a) the adequacy of the Committee’s policies and procedures for pre-approving the use of the independent auditors for audit and non-audit services with a view to auditor independence; (b) the audit and non-audit services pre-approved in accordance with the Committee’s policies and procedures; and (c) fees paid to the independent auditors for pre-approved audit and non-audit services.
3. Regularly review with the independent auditors (a) the arrangements for and the scope of the independent auditors’ audit of the Corporation’s consolidated financial statements; (b) the results of the audit by the Corporation’s independent auditors of the Corporation’s consolidated financial statements; (c) any audit problems or difficulties encountered by the independent auditors and management’s response; (d) any significant deficiency in the design or the operation of the Corporation’s internal accounting controls identified by the independent auditors and any resulting recommendations; (e) all critical accounting policies and practices used by the Corporation; (f) all alternative accounting treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures, and the treatment preferred by the independent auditors; and (g) other material written communications between the independent auditors and management. The Committee shall have ultimate authority to resolve any disagreement between management and the independent auditors regarding financial reporting.
4. Review major changes to the Corporation’s auditing and accounting principles and practices based on advice of the independent auditors, the controller, or management.
5. At least annually, obtain and review a report by the independent auditors describing (a) the firm’s internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and

- (c) all relationships between the independent auditors and the Corporation covered by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' independence. The Committee shall discuss such report with the independent auditors, including issues that impact the independent auditors' qualifications, performance, or independence.
6. Evaluate, along with the other members of the Board, management, and the controller, the qualifications, performance, and independence of the independent auditors, including the performance of the lead audit partner.
 7. Monitor regular rotation of audit partners by the independent auditors as required by law.
 8. The Committee, along with the other members of the Board, shall discuss with management and the independent auditors the audited financial statements to be included in the Corporation's Annual Report on Form 10-K, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall review and consider with the independent auditors the matters required to be discussed by the statement on auditing standards adopted by the Public Company Accounting Oversight Board, including deficiencies in internal controls, fraud, illegal acts, management judgments and estimates, audit adjustments, audit difficulties, and the independent auditors' judgments about the quality of the Corporation's accounting practices.
 9. Discuss with the independent auditors and management the Corporation's interim financial results to be included in each quarterly report on Form 10-Q, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Each such review shall occur prior to the Corporation's filing of the related Form 10-Q with the SEC.
 10. Maintain and periodically review the Corporation's procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of the Corporation, of concerns regarding questionable accounting or auditing matters.
 11. Confer with the controller, management, and the independent auditors as requested by any of them or by the Committee, at least annually, and review their reports with respect to the functioning, quality, and adequacy of programs for compliance with the Corporation's policies and procedures regarding business ethics, financial controls, and internal auditing, including information regarding violations or probable violations of such policies.
 12. Confer with the Corporation's corporate counsel as requested by the corporate counsel or by the Committee, at least annually, and review the corporate counsel's reports, if any, with respect to the Corporation's programs for compliance with law and regulatory requirements.
 13. Discuss from time to time the Corporation's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
 14. Discuss from time to time the Corporation's policies with respect to risk assessment and risk management.
 15. Maintain hiring policies for employees and former employees of the independent auditors.
 16. Review the expenses of officers of the Corporation who are also members of the Board and such other officers as it may deem appropriate.
 17. Review with the controller, at least annually, the activities, budget, staffing, and structure of the internal auditing function of the Corporation and its subsidiaries, including their evaluations of the performance of that function and any recommendations with respect to improving the performance of or strengthening of that function. As appropriate, the Committee shall review the reports of any internal auditor on a financial safeguard problem that has not resulted in corrective action or has not otherwise been resolved to the auditor's satisfaction at any intermediate level of audit management.
 18. From time to time, meet separately with management, the internal auditors, and the independent auditors to discuss issues warranting attention by the Committee.
 19. Prepare any report or other disclosure by the Committee required to be included in any proxy statement for the election of the Corporation's directors under the rules of the SEC.
 20. Take other such actions and do other such things as may be referred to it from time to time by the Board.

V. Committee Reports

The Chair of the Committee will report regularly to the full Board on the Committee’s activities, findings, and recommendations, including any recommended changes to the Committee’s charter.

VI. Resources and Authority of the Committee

The Committee has exclusive authority with respect to the retention of the independent auditors described in Section IV of this charter. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Corporation. The Committee also has the authority to retain outside advisors, including legal counsel, auditors, or other experts, as it deems appropriate; to approve the fees and expenses of such advisors; and to incur such other ordinary administrative expenses as are necessary or appropriate in carrying out its duties.

Acknowledgment of Receipt of Charter of the Audit Committee of the Board of Directors

I have received and read the Corporation’s Charter of the Audit Committee of the Board of Directors (the “Charter”). I understand the standards and policies contained in the Charter and understand that there may be additional policies or laws applicable to my job and/or duties. I agree to comply with the Charter in all respects.

I understand that my agreement to comply with this Charter does not constitute a contract of employment.

Name of Member of the Audit Committee of the Board of Directors

Signature

Date