TXO ENERGY GP, LLC
COMPENSATION COMMITTEE CHARTER

(As of [●], 2023)

I. Purpose

The purpose of the Compensation Committee (the "Committee") is to oversee the discharge of the responsibilities of the Board of Directors (the "Board") of TXO Energy GP, LLC (the "General Partner"), the general partner of TXO Energy Partners, L.P. (the "Partnership") relating to compensation of the General Partner's executive officers and directors.

II. Composition

The Committee must consist of at least two directors, each of whom will be independent under the applicable rules and regulations of the New York Stock Exchange (the "NYSE"), will be a "non-employee director" as defined in Rule 16b-3 promulgated under the Exchange Act, will be an "outside director" as that term is defined in Section 162(m) of the Internal Revenue Code and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the General Partner's Limited Liability Company Agreement that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from outside compensation consultants, legal counsel or other advisers (independent or otherwise) to assist it in analyzing the Partnership's compensation programs and to determine appropriate levels of compensation and benefits, provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The General Partner must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the General Partner's Limited Liability Company Agreement and applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the General Partner or the Partnership to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation*. The Committee will annually review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will make recommendations to the Board with respect to the Chief Executive Officer's compensation.

2. *Other Executive Officer Compensation*. The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Director Compensation*. The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation*. The Committee will review and approve or make recommendations to the Board regarding the General Partner's incentive compensation and equity-based plans and arrangements.

5. *Compensation Discussion and Analysis*. To the extent that the Partnership is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Partnership's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Partnership's CD&A and will consider whether it will recommend to the Board that the Partnership's CD&A be included in the appropriate filing.

6. *Compensation Committee Report*. To the extent that the Partnership is required to include a Compensation Committee Report in the Partnership's Annual Report on Form 10-K, the Committee will prepare the annual Compensation Committee Report.

7. *Reports to the Board of Directors*. The Committee will report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee will periodically review and evaluate the performance of the Committee and its members.

9. *Review of this Charter*. The Committee will periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.