

CALLON PETROLEUM COMPANY
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

(As Amended and Restated Effective as of November 15, 2017)

This Audit Committee Charter (the "Charter") sets forth the purpose and membership requirements of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Callon Petroleum Company ("Company"), and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to: (a) assist the Board in overseeing: (i) the integrity of the Company's financial statements and financial reporting processes; (ii) the Company's compliance with legal and regulatory requirements; (iii) the qualifications, independence and performance of the Company's independent auditors ("External Auditor"); (iv) the effectiveness and performance of the Company's internal audit function, internal accounting controls, disclosure controls and procedures, internal control over financial reporting and the internal auditors ("Internal Auditor" - references in this Charter to the internal auditors shall be the independent auditors engaged by contract for such purposes); (v) an effective avenue of communication among the External Auditor, financial and senior management, the Internal Auditor, and the Board; and (vi) the Company's procedures for monitoring compliance with the Company's Code of Business Conduct and Ethics; (b) prepare the Committee report as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement; and (c) discharge all other duties and responsibilities imposed on the Committee by the Board from time to time.
2. **Committee Members.**
 - 2.1. **Composition and Appointment.** The Committee shall consist of at least three (3) independent, nonexecutive members of the Board. The Committee and its Chair are appointed each year by the Board on the recommendation of the Nominating & Corporate Governance Committee at the first Board meeting following the Company's annual meeting of stockholders. The Chair shall be paid the fees set by the Board for his or her services as chairperson of the Committee. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time with or without cause by an affirmative vote of a majority of the independent directors of the Board. Members shall serve until their successors are appointed by the Board.
 - 2.2. **Independence.** Each member of the Committee shall be determined by the Board to be "independent" as defined and to the extent required by the applicable SEC rules and New York Stock Exchange ("NYSE") listing standards, as they may be amended from time to time, for purposes of audit committee membership. Accordingly, the Board shall determine annually whether each member is free from any relationship that may interfere with his or her independence from management and the Company.
 - 2.3. **Financial Literacy.** Each member of the Committee shall be "financially literate," and as such shall have sufficient financial experience and ability to enable them to discharge their responsibilities and meet the experience requirements of the NYSE. The Board will seek to have at least one member of the Committee who, in the Board's judgment, has accounting or related financial management expertise and qualifies as an "audit committee financial expert," as defined under SEC rules.

- 2.4. **Subcommittees.** The Committee shall have the authority to delegate any of its responsibilities to subcommittees comprised of one or more members of the Committee, at least one of whom shall be an audit committee financial expert.
- 2.5. **Simultaneous Service on Other Audit Committees.** Committee members shall not simultaneously serve on the audit committees of more than two (2) other public companies, unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Committee. The basis for the Board's determination shall be disclosed in the Company's proxy statement.
- 2.6. **Preparation Participation.** No Committee member shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the previous three (3) years.
- 2.7. **Committee Action.** Notwithstanding the foregoing membership and qualification requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

3. Authority.

- 3.1. **Education.** To help ensure that the members of the Committee have the proper knowledge to perform their responsibilities, Committee members shall have the authority, at the Company's expense, to attend outside educational programs, retain outside professionals to conduct educational programs, and undertake other appropriate steps to keep current with developments in accounting, disclosure, risk management, internal controls, auditing and other matters that are relevant to the carrying out of the Committee's responsibilities.
- 3.2. **Advisors.** The Committee shall have the authority to retain, at the Company's expense, independent legal, accounting, and other consultants or experts ("Advisors") it deems necessary to fulfill its responsibilities.
- 3.3. **Investigations.** The Committee shall have the authority to conduct investigations that it deems necessary to fulfill its responsibilities.
- 3.4. **Information.** The Committee shall have the authority to require any officer, director or employee of the Company, the Company's independent legal counsel, the External Auditor and the Internal Auditor to meet with the Committee and any of its Advisors and to respond to the Committee's inquiries. The Committee shall have full access to the books, records, personnel and facilities of the Company in carrying out its responsibilities.
- 3.5. **Funding.** The Committee shall have the authority to determine, on behalf of the Company, the compensation of: (i) the External and Internal Auditors for their services in rendering their audit reports; (ii) any Advisors engaged by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. Meetings.

- 4.1. **Frequency of Meetings.** The Committee shall meet at least once per fiscal quarter or as many times the members deem necessary. The Chair or any member of the

Committee may call a special meeting at any time he or she deems advisable. Members of the Committee may participate in a meeting of the Committee by means of teleconference or similar communications equipment by means of which all persons participating in the meeting can hear each other.

- 4.2. **Executive Sessions.** The Committee shall maintain free and open communication with: (i) the Company's management; (ii) the External Auditor; (iii) the Internal Auditor; and (iv) the Company's General Counsel and independent legal counsel retained for general corporate purposes, and shall at its discretion periodically meet in separate executive sessions with each such person and other members of the Company's management to discuss any matters that the Committee or any such person believes should be discussed privately.
- 4.3. **Minutes.** The corporate secretary or assistant secretary of the Company shall act as secretary of meetings of the Committee, unless a different secretary shall be elected or appointed by the Committee. Minutes will be prepared and sent to the Chair and incorporated with and into the materials and agenda for the next regularly scheduled meeting of the Committee for approval.
- 4.4. **Quorum.** A quorum shall consist of the greater of one-half of the Committee's membership, but in no event less than two members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee may, at its discretion, ask members of management or others to attend its meetings to provide pertinent information.
- 4.5. **Agenda.** The Chair of the Committee shall prepare an agenda for each meeting of the Committee, in consultation with Committee members, the External Auditor, the Internal Auditor and any appropriate member of the Company's management or staff, as necessary. As requested by the Chair, the External Auditor, the Internal Auditor or members of the Company's management and staff shall assist the Chair with the preparation of any background materials necessary for any Committee meeting.
- 4.6. **Presiding Officer.** The Chair of the Committee shall preside at all Committee meetings. If the Chair is absent at a meeting, the Chair shall appoint a different presiding officer for that meeting.

5. External Auditor Oversight.

- 5.1. **Selection and Evaluation.** The Committee shall have sole authority and responsibility for the appointment, engagement fees and terms, oversight, evaluation, retention, termination and replacement of the External Auditor retained for the purpose of preparing or issuing an audit report or related work, with such selection to be submitted to the stockholders for ratification, if required of the Board. The Committee shall evaluate the qualifications, performance and independence of the External Auditor, including taking into account the opinions of management and the Internal Auditor. The External Auditor shall report directly to the Committee and shall be ultimately accountable to the Committee.
- 5.2. **Pre-Approval of External Auditor Services.** The Committee shall review and pre-approve any audit, tax and permissible non-audit services (including any permissible internal control-related services) provided by the External Auditor, subject to the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the

Securities Exchange Act of 1934 (the “Exchange Act”) that are approved by the Committee prior to the completion of the audit. The Committee may delegate to one or more members of the Committee the authority to grant pre-approval of audit, tax and non-audit services to be performed by the Company’s Auditor as provided for in pre-approval policies adopted from time to time by the Committee, provided that any pre-approval decisions made will be presented to the full Committee at its next scheduled meeting.

- 5.3. **Independence.** The Committee shall actively engage in dialogue with the External Auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the External Auditor, and take appropriate actions to oversee the independence of the External Auditor, including considering whether the performance of any permitted information technology services or other non-audit services are compatible with maintaining the independence of the External Auditor.
- 5.4. **Quality Control.** The Committee shall annually obtain from the External Auditor a written report delineating: (i) the External Auditor’s internal quality-control procedures; (ii) the External Auditor’s independence, noting all relationships between the External Auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) regarding the External Auditor’s communications with the Committee concerning independence, and consider the effect that any relationships or services may have on the objectivity or independence of the External Auditor; and (iii) any material issues raised within the preceding five (5) years by the External Auditor’s internal quality-control reviews, by peer reviews, or by any inquiry or investigation conducted by governmental or accounting professional authorities, with respect to any audit conducted by the External Auditor, and any steps taken to deal with any such issues.
- 5.5. **Audit Partner Evaluation.** The Committee shall periodically, following the completion of the audit reports and at such other times as it deems appropriate, evaluate the performance of the External Auditor, including a specific evaluation of the External Auditor’s lead (or coordinating) partner. The Committee shall ensure the regular rotation of the lead audit partner of the External Auditor as required by law, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the External Auditor itself.
- 5.6. **External Auditor Reports Review.** The Committee shall review with management, the Internal Auditor and the External Auditor, all matters meeting the communication requirements of the PCAOB and the SEC, including, but not limited to: (i) all critical accounting policies and practices used by the Company; (ii) all alternative treatments of the Company’s financial information within U.S. generally accepted accounting principles, or GAAP, related to material items that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the External Auditor; (iii) any accounting adjustments that were noted or proposed by the External Auditor, but were “passed” as immaterial or otherwise; and (iv) other material written communications between the External Auditor and management, including, but not limited to, engagement letters, the management representations letter, and schedule of unadjusted differences.
- 5.7. **Internal Control Assessment.** The Committee shall annually review management’s process and report of its assessment of the effectiveness of internal control over financial reporting and the External Auditor’s attestation report on the effectiveness of

the Company's internal control over financial reporting prior to the filing of the Company's Form 10-K.

- 5.8. **Audit Assessment.** The Committee shall regularly discuss with the External Auditor and management, as appropriate, any significant changes to the audit plan, any serious disputes, audit problems or difficulties encountered in connection with the audit process, any restrictions on scope or access to requested information, any significant disagreements with management, and management's response to such disagreements.
- 5.9. **Communications.** The Committee shall discuss with the External Auditor the matters required to be communicated to the Committee by PCAOB Auditing Standard No. 16, *Communications with Audit Committees*, the rules of the SEC, other applicable regulations, and listing standards, as then in effect. The Committee shall obtain from the External Auditor assurances that Section 10A(b) of the Exchange Act has not been implicated. To the extent the Committee deems necessary or appropriate, the Committee may discuss with the External Auditor material issues on which the Company's audit team has consulted the External Auditors' national office.
- 5.10. **Disagreement Resolution.** The Committee shall oversee the resolution of any disagreements between Company management and the External Auditor regarding financial reporting and the receipt of communications from the auditors as may be required under professional standards applicable to the auditors that are brought to the attention of the Audit Committee.
- 5.11. **Hiring Policy.** The Committee shall establish clear hiring policies regarding the hiring by the Company of employees or former employees of the External Auditor and their immediate family members that participated in any capacity with any Company audit, as required by applicable laws and regulations.

6. Internal Auditing Oversight.

- 6.1. **Internal Audit Process.** The Committee shall oversee the Company's internal audit function, including: (i) purpose, authority and organizational reporting lines; (ii) plans for the internal annual audit program, including scope, budget and staffing, which may be outsourced to a firm other than the Company's External Auditor; and (iii) the coordination of such plans with the work of the External Auditor.
- 6.2. **Internal Auditing Staff.** The Committee shall review the charter, reporting relationship, activities, staffing, organizational structure and credentials of the Internal Auditor. The Committee shall annually evaluate the appointment, performance, compensation, reassignment or dismissal of the Internal Auditor and the internal auditing department with management and the External Auditor.
- 6.3. **Internal Audit Reports.** The Committee shall periodically review with the Internal Auditor the Company's internal system of audit and financial controls and the results of internal audits, including any significant difficulties or disagreements with management, or scope restrictions encountered in the course of the internal audit function's work, together with management's response and follow-up to these reports.

7. Financial Statements and Disclosure Oversight.

- 7.1. **SEC Filings and Earnings Releases and Guidance.** The Committee shall meet to review and discuss with management and the External Auditor the audited annual financial statements and quarterly financial statements and related footnotes, including the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained therein, and recommend to the Board whether the financial statements should be included in the annual report on Form 10-K for filing with the SEC. In addition, the Committee shall periodically discuss with management and the External Auditor, as appropriate: (i) earnings press releases, including the type and presentation of information, paying particular attention to any pro forma or adjusted non-GAAP information; (ii) earnings guidance or other financial information provided to a financial analyst or rating agency; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company’s financial statements.
- 7.2. **Accounting Principles and Financial Reporting.** The Committee shall discuss with management and the External Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including: (i) any significant changes in the Company’s selection or application of accounting principles; (ii) any major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material weaknesses or significant control deficiencies; (iii) the development, selection and disclosure of critical accounting estimates; and (iv) analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company’s financial statements. The Committee shall review other relevant reports or financial information required to be reviewed under applicable legal, regulatory or NYSE requirements, including management certifications, as required by the Sarbanes-Oxley Act of 2002.
- 7.3. **Criticisms.** The Committee shall periodically, at its discretion, inquire of management, independent legal counsel, External Auditor and the Internal Auditor as to their knowledge of any material criticism of the Company’s financial statements or disclosures by any financial analysts, rating agencies, media sources or other reliable third-party sources. The Committee shall establish and oversee procedures for: (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters; (ii) the receipt, retention and treatment of complaints regarding potential violations of applicable laws, rules and regulations, or of the Company’s codes, policies and procedures; and (iii) the confidential anonymous submission by Company employees of concerns regarding questionable accounting, internal control or auditing matters.

8. Internal Controls, Compliance and Ethics Oversight.

- 8.1. **Internal Controls and Compliance Policies.** For the purpose of assessing their adequacy and effectiveness, the Committee shall: (i) periodically, at its discretion, review and assess with management, the Internal Auditor, the independent legal counsel and the External Auditor: (a) the internal control systems of the Company, including whether such controls are reasonably designed to ensure that appropriate information comes to the attention of the Committee in a timely manner, prevent violations of law and corporate policy, and permit the Company to prepare accurate and informative financial reports; (b) the Company’s policies on compliance with laws and regulations; and (c) the Company’s Code of Business Conduct and Ethics and the Company’s process to monitor compliance with and enforce this code; and (ii) review

and investigate any matters pertaining to the integrity of management or adherence to standards of business conduct as required in the Code of Business Conduct and Ethics and elicit any recommendations for the improvement of such controls, policies, methods and procedures. The Committee shall review with management and the External Auditor, prior to its annual filing, the internal control reports, including management's annual assessment of the effectiveness of internal control over financial reporting and the procedures of the Company for ensuring the accuracy of public disclosures and the External Auditor's report on the effectiveness of internal control over financial reporting required to be filed by the Company with the SEC on Form 10-K.

8.2. **Related-Party Transactions.** The Committee shall discuss with the External Auditor the matters required to be discussed by PCAOB Auditing Standard No. 18, including: (i) review and approve all related-party transactions (as defined in Item 404 of Regulation S-K); (ii) keep the External Auditor informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and (iii) review and discuss with the External Auditor their evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant unusual transactions or matters arising from the audit regarding the Company's relationships and transactions with related parties.

8.3 **Fraud.** The Committee shall review with senior management the Company's overall antifraud programs and controls. During each quarterly meeting, the Chair shall poll each Committee member if they are aware of any instances of fraud. In addition, the Committee shall review any disclosures provided by the Chief Executive Officer, the Chief Financial Officer and the Chief Accounting Officer to the Committee regarding any fraud, including that which involves management or other employees who have a significant role in the Company's internal controls.

9. Risk Management Oversight.

9.1. **Risk Exposure.** As required by NYSE listing standards, the Committee shall periodically meet with management and the External Auditor to review and discuss; (i) the guidelines and policies with respect to risk assessment and risk management, including the risk of fraud and risks associated with cybersecurity; and (ii) the Company's major financial and auditing risks or exposures and the steps management has taken to monitor and mitigate such exposures. The Committee will consider the risk of management's ability to override the Company's internal controls.

9.2. **Material Legal Matters.** The Committee shall periodically, at its discretion, review with the Company's Chief Financial Officer or other personnel, including the General Counsel and independent legal counsel, if necessary, such legal, compliance, ethics or regulatory matters that could have a material impact on the Company's financial statements or risk management.

9.3. **Derivatives Approval.** The Committee shall periodically review and discuss with management the Company's hedging activities and hedging policy. The Committee shall annually, or more frequently as necessary, review and approve as deemed appropriate, decisions by management to claim and enter into swap transactions in reliance on the end-user exception to the mandatory swap clearing and mandatory exchange-trading requirements of the Commodity Exchange Act and applicable regulations, and assist the Board in fulfilling its oversight responsibilities with respect

to risks associated with the use of derivatives by the Company, including, without limitation, the decision to enter into such derivatives in connection with the Company's risk management policies.

- 9.4 **Oil and Gas Reserve Estimates.** Confer, on an annual basis, and in conjunction with the Strategic Planning & Reserves Committee, with the Company's independent petroleum reservoir engineering firm and review with the External Auditor, management and the independent petroleum reservoir engineering firm the process by which the Company's oil and gas reserves are estimated and reported.

10. Reports and Assessments.

- 10.1. **Board Reports.** The Chair of the Committee shall, periodically, at his or her discretion, report to the Board regarding the Committee's duties and responsibilities, activities, any issues encountered, and related recommendations. Such reports shall include any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's External Auditors, and the performance of the Company's internal audit function. This report shall be presented at, and incorporated with and into the materials for, the next regularly scheduled Board meeting.
- 10.2. **Charter Assessment.** The Committee shall annually review and assess the adequacy of the Charter and recommend any proposed changes to the Board for approval.
- 10.3. **Committee Self-Assessment.** The Committee shall annually conduct a self-assessment of the performance of its duties and responsibilities under this Charter during the prior year and shall report the results of such self-assessment to the Board.
- 10.4. **Proxy Statement Report.** The Committee shall prepare the Committee report for inclusion in the Company's annual proxy statement.

11. Scope of Committee's Function.

- 11.1 **Limitations.** The Committee's function is limited to oversight and monitoring only and does not relieve management of its responsibilities to: (a) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (b) devise and maintain an effective system of internal accounting controls; (c) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting; and (d) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operations and cash flows of the Company (but does not relieve the External Auditor for its responsibilities relating to the audit or review of financial statements of the Company).
- 11.2 **Reliance.** In carrying out its oversight responsibilities under this Charter, the Committee relies on the expertise and knowledge of management, the External Auditor and the Internal Auditor in carrying out its oversight responsibilities. Management of the Company is responsible for determining that the Company's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The External Auditor is responsible for auditing the Company's financial statements or other reports as engaged. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain

flexible in order to best react to changing conditions and circumstances. The Committee may, acting in its sole discretion, take appropriate actions to monitor the overall corporate “tone” for quality financial reporting, sound business risk practices and ethical behavior. In adopting the Charter, the Board acknowledges that the Committee members are not employees of the Company and are not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the External Auditor's or the Internal Auditor's work or auditing standards. Management is also responsible for preparing the reserves estimates and the Committee is not providing any expert opinion or special assurances as to reserves estimates or any assurances as to the independent engineering firm's work, standards, or independence. 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 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.

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This Charter will be posted on the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement that a copy of this Charter is available on the Company's website.