



**CAMAC ENERGY INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**1. Director Qualifications**

The Board of Directors (the “**Board**”) of CAMAC Energy Inc. (the “**Company**”) shall have a majority of directors whom the Board has determined to be independent. The Board will determine independence on the basis of the standards specified in applicable law and the rules of the NYSE Amex in effect from time to time (subject to any exceptions allowed by such rules and any waivers granted by such authorities) and will broadly consider all relevant facts and circumstances, including the commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships that a director (or an organization with which the director is affiliated) has with the Company.

The Nominating Committee is responsible for reviewing with the Board the requisite skills and characteristics for Board members, as well as the composition of the Board as a whole. In assessing possible candidates for nomination to the Board, the Nominating Committee will consider the background, experience, skills, character, individual success in chosen field, background in public companies, geographic diversity, and independence of candidates. Prospective nominees for directors will be identified and recommended by the Nominating Committee in accordance with the policies and criteria established from time to time by the Board.

The Company’s Bylaws provide that the number of directors of the Company shall be as from time to time established by the Board, but shall be no less than three.

Each director will reasonably manage his or her commitments so that they do not preclude devoting adequate time and attention to the performance of his or her duties as a member of the Board and its committees.

The Board believes that experience with the Company as a director is a valuable asset.

Any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election shall tender his or her resignation for consideration by the Nominating Committee. The Nominating Committee shall promptly recommend to the Board the action to be taken with respect to such resignation, and the Board shall promptly act upon such recommendation.

In addition, directors whose responsibilities at their principal place of employment change during their term of office should inform the Board so that the Nominating Committee

and the Board may consider whether they should continue to serve. If, in the judgment of the Nominating Committee and the Board, the change will impede such director's ability to provide services as a director that are consistent with Board requirements, such director shall offer his resignation.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy or newly created directorship shall be elected to hold office until the next annual meeting of the stockholders, or until his or her successor shall have been duly elected and qualified or until such director's death, resignation or removal.

## **2. Director Responsibilities**

The business and affairs of the Company are under the direction of the Board. The Board elects a Chief Executive Officer and other officers of the Company who have those powers and duties regarding the day-to-day operations of the Company as are specified in the Company's Bylaws or as otherwise determined by the Board. In discharging their obligations, directors will be entitled to reasonably rely on the Company's employees and its outside advisors and auditors. Directors are expected to attend meetings of the Board and of committees on which they serve, and to spend whatever time is necessary, including time to review materials distributed in advance of Board or committee meetings, properly to discharge their responsibilities.

Whenever a non-employee director serves as Chairman of the Board, the Chairman shall consult with the Chief Executive Officer regarding the Board's meeting agendas, the quality and flow of information provided to the Board and the effectiveness of the Board meeting process. Conversely, if an employee director serves as Chairman and Chief Executive Officer, a Lead Director, who is chosen by the independent directors, shall consult with the Chairman concerning such matters. The Chairman of the Board, if not an employee, or a Lead Director, if the Chairman is an employee, shall preside at executive sessions of the independent directors.

The proceedings and deliberations of the Board and its committee are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director, and the Chief Executive Officer will speak for the Company.

The directors will be entitled to have the Company purchase reasonable directors' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's Articles of Incorporation, Bylaws and any indemnification agreements, and to exculpation as provided by state law and the Company's Articles of Incorporation.

## **3. Board Committees**

The Board will have at all times an Audit Committee, a Compensation Committee, and a Nominating Committee. No employee of the Company will be a member of any of these committees, and all of the members of these committees will be independent directors to the extent required by the New York Stock Exchange and applicable laws. Committee members will

be appointed by the Board upon recommendation of the Nominating Committee with consideration given to the desires of individual directors.

Each committee will have a written charter that sets forth the purposes, goals and responsibilities of the committee, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and process for committee reporting to the Board. Each charter will address annual performance evaluations of the committee.

The chairman of each committee, in consultation with the committee members, will determine the frequency and length of committee meetings, consistent with any requirements of the committee's charter. The chairman of each committee, in consultation with the members of the committee and management, will develop the committee's agenda. The schedule of meetings for each committee will be furnished to all directors.

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Company's independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) engaged for the purpose of preparing and issuing an audit report or other attest services, and the independent auditors shall report directly to the Audit Committee. The appointment of the Company's independent auditors shall be submitted for stockholder ratification at the next stockholders' annual meeting following the auditors appointment.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

The Board and the committees each have the authority to hire and fire independent legal, financial or other advisors as they may deem necessary, and to establish the terms and conditions of the particular engagement.

#### **4. Director Access to Officers, Employees and Outside Advisors**

Directors have full and free access to officers and employees of the Company and, as necessary, outside advisors. In making any contact with an officer, employee or advisor, the director will take into account the potential effect of any such contact on the orderly conduct of the Company's affairs.

The Board welcomes regular attendance at Board meetings of senior executives of the Company. Whenever a non-employee director serves as Chairman of the Board, the Chief Executive Officer shall consult with the Chairman with respect to the attendance of other executives, employees or advisors to the Company. Conversely, if the Chairman is an employee director, the Chairman and the Lead Director shall consult concerning such matters.

#### **5. Director Compensation**

The Compensation Committee will review the directors' compensation policies and recommend changes, as appropriate, from time to time to the Board. The Compensation

Committee will consider the relationship of director compensation and perquisites to customary levels for comparable companies.

## **6. Director Orientation and Continuing Education**

Management, working with the Board, shall provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business.

## **7. Chief Executive Officer Evaluation and Management Succession**

The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance and, either as a committee or together with other independent directors (as directed by the Board), determine and approve the compensation level of the Chief Executive Officer based on such review. Whenever there is a non-employee Chairman, the Chairman will communicate with the Chief Executive Officer regarding results of the Chief Executive Officer's annual performance review. If the Chairman is an employee director, the Lead Director will so communicate with the Chief Executive Officer.

The Nominating Committee will periodically report to the Board on succession planning, including principles and policies for Chief Executive Officer selection and performance review, as well as policies regarding succession planning in the event of an emergency or the retirement of the Chief Executive Officer.

## **8. Annual Performance Evaluation**

The Board, in coordination with the Nominating Committee, annually will review and evaluate the performance and functioning of the Board and its committees.

## **9. Board Positions With Other Public Companies**

The number of boards on which a director may sit may be reviewed on a case-by-case basis by the Nominating Committee. Recognizing the time commitment required of directors, it is expected that directors will serve on the boards of other public companies only to the extent that, in the judgment of the Board, such services do not detract from the director's ability to devote the necessary time and attention to the Company. Service on another public company's board of directors should not create a conflict of interest or impair the director's or the executive officer's ability to provide sufficient time to carry out his or her duties as a director of the Company.

## **10. Corporate Governance Guidelines Revision**

The Board will review and revise these Corporate Governance Guidelines and related documents as and when appropriate.

*Adopted by the Audit Committee of the Board of Directors on April 27, 2010*