

Kosmos Energy Ltd.

CHARTER OF THE EXPLORATION ASSURANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE OF THE COMMITTEE

The Exploration Assurance Committee (the “Committee”) of the Board of Directors (the “Board”) of Kosmos Energy Ltd (the “Company”) exists to provide **oversight, commentary and advice** in support of the Company’s exploration and new ventures strategy, as well as its implementation, including exploration opportunities, portfolio, plans, program and organization (people and process).

This Charter is designed to be part of a flexible governance framework within which the Board, assisted by its committees, oversees the affairs of the Company. While the Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Byelaws, it is not intended to establish by its own force any legally binding obligations, although it is intended to provide legal authorization to the Committee as set forth herein.

II. COMMITTEE RESPONSIBILITIES

The Committee shall have the following authorities and responsibilities, delegated by the Board:

- Review the overall objectives of the Company’s exploration business in the context of the Company’s long range plan, as well as the exploration strategy and related plans, and evaluate the inherent subsurface and commercial risks therein
- Review the annual exploration plan before submission for Board approval to assess its strategic coherence and fit, the risks inherent in the plans and the management of these risks, in the context of delivering the Company’s long term plan goals
- Regularly evaluate the implementation of the annual exploration business plans versus the Corporate Scorecard and discuss with management the rate of progress being made towards the annual and long term exploration goals
- Review the identification and evaluation of business risks / threats to exploration plan delivery and the mitigating actions proposed by the Company
- Review all potential significant exploration and new ventures business transactions such as green field opportunities, asset acquisitions and farm-ins, participation in licensing rounds, farm-outs and sales of interests before these are put to the Board for approval to ensure these opportunities have the appropriate below and above ground risk and commercial fit characteristics to enhance the

delivery of the Company's business and strategic plans

- Review the evaluation of the Company's operated and non-operated exploration, assets, including their risks and potential, the portfolio ranking, drill – out schedule and drilling program, to ensure the right capital allocation
- Review and monitor the exploration organization to ensure that it has the leadership and management acumen, depth and breadth, appropriate resource allocation, and industry – leading business processes to succeed
- Review and monitor the exploration and new ventures technical and commercial workflows and processes to ensure exploration excellence and best – in – class practices
- Understand potential areas of strength and weakness and advise management, as appropriate, on possible improvements to internal exploration standards, policies and procedures, as well as performance, as issues arise during the workings of the Committee
- Finally, provide advice on how the company's exploration strategy is presented to the investment community.

III. COMPOSITION OF THE COMMITTEE

The Committee shall comprise at least two or more non-employee directors and the Company's CEO and the Chief Exploration Officer. The members of the Committee will be appointed by and serve at the pleasure of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by written consent.

IV. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as frequently as the Committee believes is necessary to fulfill its responsibilities but generally at least once a quarter. The Board will designate one member of the Committee as its Chairperson. A majority of the members of the Committee present in person or by means of a telephone or video conference shall constitute a quorum.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee may conduct or authorize at any time investigations into or studies of matters within the Committee's scope of responsibilities. It may retain at the Company's expense such independent expert advice as needed to fulfill its duties under this charter, including retaining and terminating independent counsel or other advisers. The Committee may rely on the integrity and advice of any such counsel or advisers in the discharge of its responsibilities.

In addition to the engagement of independent counsel or other advisors, the Company shall pay for any and all ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

The Committee shall regularly report to the entire Board on its findings and recommendations and other matters the Committee deems appropriate or the Board requests. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The results of the evaluation shall be reported to the Board, including any recommended amendments to this Charter and any recommended changes to the Board's policies or procedures.

VI. LIMITS INHERENT IN THE ROLE OF THE COMMITTEE

It should be noted that:

- It is not the duty of the Committee to be responsible for the success or the implementation of the Company's exploration business strategy, annual performance, long-term goals or any of the processes described above. That is the accountability of the CEO and Senior Management.
- This Committee is not the vehicle for formal project or business approval, such approvals are made by the Board or management within the established Delegations of Authority. However the Board may choose to delegate its authority to this Committee on a case-by-case basis or for particular business activities.
- The Committee's role is to help provide **oversight, commentary and advice** to management within the areas of the Committee's Responsibilities, as noted above.
- The Committee Chairman will be held to no greater standard than the other members of the Committee in performing the role whether as defined herein or otherwise.