

SILVERBOW RESOURCES, INC.

CHARTER FOR THE NOMINATING AND STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted April 2016)

Purpose

The purpose of the Nominating and Strategy Committee (the “Committee”) is to (i) identify individuals qualified to become directors and nominate to the Board of Directors (the “Board”) of SilverBow Resources, Inc. (“SilverBow Resources” or the “Company”) the candidates for directorships, including director nominees for election or re-election at each annual meeting of stockholders; (ii) develop, monitor and recommend to the Board corporate governance principles and practices applicable to SilverBow Resources; (iii) recommend to the Board the membership of each committee of the Board, and (iv) assist management of SilverBow Resources in identifying, screening and recommending to the Board individuals qualified to become senior executive officers of SilverBow Resources.

Membership, Structure and Operations

The Committee shall be comprised of three or more non-employee directors appointed by the Board, each of whom is determined by the Board to be “independent” under the applicable rules of the New York Stock Exchange (“NYSE”) and the applicable rules promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, all as may be amended from time to time. The members of the Committee shall be appointed by the Board for one year terms or until their successors are duly appointed and qualified.

The Board shall designate the Chairman of the Committee, *provided* that if the Board does not designate a Chairman, the members of the Committee, by majority vote, may designate one of the members of the Committee to serve as Chairman until such time as the Board designates a Chairman. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present. The presence in person or by telephone of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. The Board may remove any Committee member at any time.

The Committee shall meet at least two times annually or more frequently as it deems necessary, advisable or as circumstances dictate. Meetings may be called by the Chairman of the Committee, Chairman of the Board or Chief Executive Officer (the “CEO”) of the Company. The Committee may delegate its authority to subcommittees constituted by a member or members of the Committee, provided that a report on any activities or actions is presented to the full committee at its next scheduled meeting.

Responsibilities and Duties

The following functions shall be the key responsibilities and duties of the Committee. These functions should serve as a guideline with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

Board Selection and Composition

1. Develop and recommend to the Board guidelines and criteria for the selection of candidates for directors. The Committee shall take into account all factors it considers appropriate, including reputation, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board.
2. Identify, screen and personally interview, in consultation with the Chairman of the Board, potential director nominees believed to be qualified as candidates to serve on the Board.
3. Recommend to the Board candidates for directorships to be filled at an annual or special meeting, including re-election of existing Board members.
4. Review and make recommendations regarding the composition and size of the Board, including directors' terms and tenure.
5. Consider matters relating to the resignation and retirement of directors.

Committee Selection and Composition

1. Monitor and recommend to the Board the purpose, structure and operations of the various committees of the Board (including the need to establish any new committees), along with qualifications and criteria for membership on each committee of the Board.
2. Review and make recommendations regarding who should serve as chairmen for and members of each of the Board's committees.
3. Based upon recommendations from each of the Board's other committees, review and reassess the adequacy of all charters of the Board's committees, including its own, at least annually and recommend any proposed changes to the Board for approval as well as periodically review actions taken by the committees so as to comply with the applicable NYSE listing standards or other applicable listing standards and the Sarbanes-Oxley Act of 2002 or other applicable laws or regulations.

Corporate Governance

1. Develop and recommend to the Board corporate governance principles or guidelines and, if the Committee shall deem appropriate, establish changes to these principles or guidelines.
2. Consider and make a recommendation to the Board with respect to questions of independence and, and consider and as necessary make determinations with regard to possible conflicts of interest of members of the Board and executive officers.
3. Identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company;
4. Oversee the orientation and continuing education for directors.
5. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall develop and make such recommendations to the Board regarding self-evaluation and other Board processes and other items deemed appropriate to improve or ensure the effective functioning of the Board and its committees as the Committee shall from time to time deem advisable or appropriate.
6. Review any requests for waivers of the Company's Code of Ethics and Business Conduct, and make its recommendations to the Board as to whether such waivers should be granted or denied.

Executive Officers and Succession Planning

1. Oversee the evaluation of management (together with the Compensation Committee with respect to the CEO's evaluation) and review management's recommended slate of officers for election by the Board, and refer such recommendations to the Board for approval.
2. Oversee and approve plans for management continuity and succession. Review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
3. If the CEO becomes unable to carry out his or her responsibilities for whatever reason, the Committee will recommend to the Board an interim CEO pending selection of a new CEO by the Board.
4. Review and approve, prior to acceptance, the CEO or any other officer or director serving on the board of any other public company.

Strategy

1. Review the overall strategy recommended by the management of the Company, and examine particularly strategic transactions and initiatives for the Company, including any business combination transactions, mergers and acquisitions or similar transactions.
2. Survey the competition and outlook of the Company and provide recommendations to the full Board with respect to the Company's strategic initiatives, major programs and annual operating plan.

Reports

1. Report regularly to the Board (i) following meetings of the Committee, and (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.
2. Based in part upon the self-evaluations by the Board's other committees, assess the performance of each of the committees of the Board and the full Board at least annually and report the findings to the Board.
3. Maintain minutes or other records of meetings and activities of the Committee.

The Committee is empowered to study or investigate any matter of concern that the Committee deems appropriate and shall have the sole authority to retain outside legal, accounting, or other advisors for this purpose, including search firms to identify director candidates, to assist it in the performance of the Committee's duties should it in its sole discretion deem necessary or advisable. The Committee shall also have the authority to approve the fees payable to such advisors or search firms. The Committee shall advise management of appropriate funding levels required for payment of compensation to any advisors retained by the Committee.