

**MESA ENERGY HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER³**

(As adopted December 15, 2011)

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Mesa Energy Holdings, Inc. (the “Company”) is to (i) assist the Board in discharging its responsibilities with respect to compensation of the Company’s executive officers and directors, (ii) evaluate the performance of the executive officers of the Company, and (iii) administer the Company’s stock and incentive compensation plans and recommend changes in such plans to the Board as needed.

II. Membership

The Committee shall be composed of two or more directors, each of whom shall be:

- Free from any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment;
- Found by the board to qualify as an “independent director” under the rules of the NYSE Amex Company Guide (the “AMEX Company Guide”), unless the Board determines that an exemption to such qualification is available under rules of the AMEX Company Guide;
- Independent and qualified to serve on the Committee under Rule 16b-3 issued pursuant to the Securities Exchange Act of 1934, as amended; and
- An “outside director,” as defined in applicable regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended.

Members of the Committee shall serve at the pleasure of the Board and may be removed from the Committee at the Board’s sole and absolute discretion. Members shall serve until their successors shall be duly appointed and qualified. The Committee’s chairperson shall be designated by the full Board or, if the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

III. Meetings

The Committee shall meet, in person, telephonically or otherwise, at least twice during each fiscal year. The Committee may also hold special meetings or act by unanimous written consent, as may be required.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee; provided, however, that the chief executive officer may not be present during any discussions or deliberations of the Committee regarding the chief executive officer's compensation.

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The Committee shall keep minutes of each of its meetings and report its actions and any recommendations to the Board after each of the Committee's meetings.

The Committee meetings will be governed by the quorum and other procedures generally applicable to meetings of the Board under the Company's by-laws, unless otherwise stated in the by-laws or by resolution of the Board or the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

IV. Committee Resources and Advisors

The Committee shall have the authority to retain compensation consultants, outside legal and/or other consultants to advise the Committee as it deems necessary to carry out its duties. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, human resources or other advisors.

The Company will provide the appropriate funding, as determined by the Committee, for payment of compensation to any advisors engaged by the Committee. The Company will also provide the appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

V. Responsibilities and Duties

The Committee's authority and responsibilities shall be as provided in this Section V. Notwithstanding the foregoing, where permitted by and subject to compliance with applicable law, rule or regulation, including, without limitation, the rules and regulations of the United States Securities and Exchange Commission or the NYSE Amex, an alternate group of directors may also, but not to the exclusion of the Committee, exercise the authority or undertake the responsibilities provided for in Section V.

1. Executive Officer Compensation. Review and approve on an annual basis the corporate goals and objectives with respect to the compensation for the Company's chief executive officer and other executive officers. The Committee shall evaluate at least once a year the chief executive officer and other executive

officers' performance in light of these established goals and objectives and based upon these evaluations shall recommend to the full Board the chief executive officer's and other executive officers' annual compensation, including salary, bonus, incentive and equity compensation. In reviewing and recommending the compensation of the chief executive officer and other executive officers, the Committee may consider the compensation awarded to officers of similarly situated companies, the Company's performance, the individuals' performance, compensation given to the Company's officers in past years or any other fact the Committee deems appropriate. The chief executive officer shall not be permitted to participate in any discussions or processes concerning his compensation, but may participate in a non-voting capacity in discussions or processes concerning the compensation of other executive officers.

2. Compensation Policies and Performance Review. Develop and periodically assess the Committee's compensation policies applicable to the Company's executive officers and directors, including the relationship of corporate performance to executive compensation.
3. Compensation Plan Awards. Approve stock option grants and other equity-based or incentive awards under the Company's stock and incentive compensation plans, including any performance criteria relating to the plans or awards, and otherwise assist the Board in administering awards under these plans. Such duties may include, but are not limited to, approving issuances of equity pursuant to tax qualified, non-discriminatory benefit plans and to new employees as an inducement to hiring, where such issuances are not otherwise approved or to be approved by shareholders.
4. Stock and Incentive Plans. Review and administer the Company's stock and incentive compensation plans and recommend changes in such plans to the Board, as needed. The Committee shall establish criteria for the granting of options or other incentive awards to executive officers and other employees and review and approve the granting of awards in accordance with such criteria, to the extent that such matters are not otherwise subject to shareholder approval under applicable law or the listing standards of the NYSE Amex.
5. Significant Officer Contracts. Review and approve significant employment agreements, arrangements or transactions with executive officers, including any arrangements having any compensatory effect or purpose.
6. Director Compensation. Review and recommend to the Board appropriate director compensation programs for service as directors, committee chairs and committee members.
7. Committee Report in Proxy Statement. Prepare and approve a report of the Committee for inclusion in the Company's annual report or its proxy statement

- with respect to its annual meeting of stockholders, as and to the extent required by any applicable law or the listing standards of the NYSE Amex.
8. Annual Performance Review. Evaluate the Committee's performance on an annual basis, including compliance by the Committee with this Charter.
 9. Periodic Charter Review. At least annually, review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
 10. Subcommittees. Appointing subcommittees to perform any or all of its functions and delegating to appropriate Company officers execution of certain actions as may be appropriate from time to time.
 11. Omnibus. Performing any other activity consistent with this Charter and the Company's by-laws or as required under the rules and regulations of the Securities and Exchange Commission and the NYSE Amex, as in effect from time to time, pertaining to the Board's activities with respect to compensation of the Company's executive officers and directors.