

BONANZA CREEK ENERGY, INC.
AMENDED & RESTATED COMPENSATION COMMITTEE CHARTER

Purpose

The primary purposes of the Compensation Committee of the Board of Directors (the “**Board**”) of Bonanza Creek Energy, Inc., a Delaware corporation (the “**Company**”), are to (1) assist the Board in studying, reviewing, monitoring and evaluating the Company’s employment, compensation, benefits, perquisite, employee equity, hiring and retention practices, policies and needs; (2) assist the Board in fulfilling its responsibilities relating to the compensation of the Company’s Chief Executive Officer and other executive officers; (3) to prepare the disclosure required by Item 407(e)(5) of Regulation S-K and the annual performance evaluation of the Compensation Committee; and (4) provide such additional information and materials as it may deem necessary or advisable to make the Board aware of significant employment matters that require the Board’s attention.

Organization

The Compensation Committee will consist of three or more members of the Board, each of whom shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment. Upon recommendation from the Company’s Nominating and Governance Committee, the Board shall appoint the members of the Compensation Committee annually or from time to time upon the occurrence of a vacancy on the Compensation Committee and may remove such members at any time with or without cause. Unless a Chairman is appointed by the Board, the members of the Compensation Committee shall appoint one of their number as the Chairman. Additionally, members of the Compensation Committee shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. Members of the Compensation Committee should be suitably knowledgeable in matters pertaining to executive compensation.

The Compensation Committee may form and delegate authority to subcommittees comprised of members of the Compensation Committee as the Compensation Committee may deem appropriate in its sole discretion.

Compensation of Members

Compensation for service on the Compensation Committee shall be limited to reimbursement of costs and expenses to attend meetings and compensation permitted under the Exchange Act and the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Meetings

The Compensation Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Compensation Committee, with such meetings being held not less than twice a year. The Chairman of the Compensation Committee shall be responsible for leadership of the Compensation Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Compensation Committee to the Board. The Compensation Committee may request any officer or employee of the Company, the Company’s internal and outside legal counsel, independent auditor or consultant to attend a meeting of the Compensation Committee or to meet with any members of, or consultants to, the Compensation

Committee. The Compensation Committee shall have direct access to management, internal staff, the independent auditor, the corporate compliance staff and the Company's internal and outside legal counsel, both at meetings and otherwise.

Minutes and Reports

Minutes of each meeting of the Compensation Committee shall be kept and distributed to each member of the Compensation Committee and the Secretary of the Company. The Chairman of the Compensation Committee shall report its activities, findings and recommendations regularly to the Board, or at any time whenever so requested by the Board.

Outside Advisors

The Compensation Committee shall have the authority to retain such outside consultants, advisors or legal counsel as it determines appropriate to assist it in the performance of its functions, or to advise or inform the Compensation Committee, including sole authority to approve the compensation consultant's fees and other retention terms. The Compensation Committee may approve the fees and expenses of such advisors employed by the Compensation Committee, and the Company shall provide the Compensation Committee with appropriate funding to pay such fees and expenses.

In retaining or seeking advice from outside consultants, advisors or legal counsel (other than the Company's in-house counsel), the Compensation Committee must take into consideration the factors specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual. The Compensation Committee may retain, or receive advice from, any compensation advisor it prefers, including ones that are not independent, after considering the specified factors. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor and about which the consultant or advisor does not provide advice.

The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Responsibilities and Duties

In furtherance of its responsibilities, the following shall be the responsibilities and duties of the Compensation Committee. These responsibilities and duties are set forth as guidelines with the understanding that the Compensation Committee may diverge from such guidelines as appropriate under the circumstances in order to fulfill the purposes of the Compensation Committee.

1. Oversee (a) the development of the Company's compensation philosophy and strategy for the Company's executive officers and (b) the administration of the Company's compensation programs. Propose to the Board for its approval other appropriate actions to be taken by the Board with respect to the Company's employment and compensation policies, including, but not limited to, the development of new or revised compensation policies that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company's progress.

2. Annually review and approve goals and objectives relevant to the Company's executive officers and recommend (a) to the independent directors of the Board for their approval the total compensation of the Company's Chief Executive Officer and (b) to the Board for its approval the total compensation of all other executive officers. In evaluating and recommending the compensation of the Company's Chief Executive Officer, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act as well as input from the Nominating and Governance Committee's evaluation of the Chief Executive Officer.

3. Conduct at least annually a review of the compensation of the directors of the Company and make recommendations to the Board as to the form and amount of such compensation. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and emoluments exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

4. Propose to the Board for its approval the adoption, amendment or termination of equity incentive plans, stock appreciation rights plans, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans or other similar programs ("**Compensation Plans**"). Establish guidelines regarding the administration of the Compensation Plans with respect to equity incentives granted thereunder to the Company's employees and consultants. Propose to the Board for its approval grants of equity incentives, rights, participation or other interests in Compensation Plans to executive officers, directors and other eligible participants. In reviewing and making recommendations regarding Compensation Plans, including whether to adopt, amend or terminate any such plans, the Compensation Committee shall consider the results of the most recent Say on Pay Vote.

5. Review and make recommendations to the Board regarding employment agreements and severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Company's chief executive officer and other executive officers.

6. Oversee the Company's regulatory compliance with respect to compensation matters, including oversight of the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishment of performance goals and certification that performance goals have been attained for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

7. Determine stock ownership guidelines for the Company's chief executive officer and other executive officers and directors and monitor compliance with such guidelines.

8. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking. Review and discuss the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.

9. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and

review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

10. Review and, in its discretion, approve such other compensation matters as the Board or the Company's Chief Executive Officer may submit to the Compensation Committee for review or approval.

11. Prepare the report of the Compensation Committee on executive officer compensation to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission ("**SEC**").

12. Review and discuss the Compensation Discussion and Analysis with management and, based on such review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC. Provide oversight for other compensation disclosures included in the Company's SEC reports.

13. Annually, review and recommend changes to this Charter as appropriate.

14. Perform an annual evaluation of the Compensation Committee's performance, report the results of this evaluation to the Board together with recommendations and make appropriate changes.

15. Report regularly to the full Board and review any issues that arise with respect to the hiring, employment and compensation practices of the Company or the Company's compliance with legal or regulatory requirements pertaining to such practices.

16. Perform such other functions as may be required by applicable laws, rules and regulations and the Company's Certificate of Incorporation or Bylaws, or by the Board.

It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Compensation Committee may consider and act upon from time to time, and the members of the Compensation Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.
