

**CONTINENTAL RESOURCES, INC.  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**(Adopted August 2, 2017)**

**I. Purpose of the Compensation Committee**

The Board of Directors (the “Board”) of Continental Resources, Inc. (the “Company”) has constituted and established a Compensation Committee (the “Committee”) to (a) discharge the Board's responsibilities relating to the compensation of the Company's executive officers and directors; and (b) produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

**II. Composition of the Committee**

The Committee shall consist of not less than three members. Each member of the Committee shall satisfy the applicable independence requirements of the New York Stock Exchange (“NYSE”). At least two members of the Committee shall also satisfy the “non-employee director” requirements of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Chairman and each member of the Committee shall be appointed by 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. The members of the Committee may be removed by a majority vote of the Board.

**III. Responsibilities of the Committee**

The Committee shall be responsible for the following:

- Annual review of the Company’s compensation philosophy and how its pay programs align with the philosophy, especially in relation to the Company’s business goals and strategies; periodic determination as to whether any change is needed or desired, and if so, recommending the Board modify the Company’s compensation philosophy or compensation programs, plans or awards accordingly.
- Review annually whether risks arising from the Company’s compensation policies and practices are reasonably likely to have a material adverse effect on the Company.
- Review annually and determine the individual elements of total compensation for the Chief Executive Officer consistent with the Company's compensation program and goals and objectives and communicate in the annual Compensation Committee Report to shareholders the factors and criteria on which the Chief Executive Officer's compensation for the last year was based, including the relationship of the Company's performance to the Chief Executive Officer's compensation.

- Review and approve the individual elements of total compensation for the executive officers of the Company other than the Chief Executive Officer and communicate in the annual Compensation Committee Report to shareholders the specific relationship of corporate performance to executive compensation.
- Review of the results of any advisory shareholder vote on executive compensation (“say-on-pay”) and consider whether to recommend adjustments to the Company’s executive compensation policies and practices as a result of such a vote.
- Recommend for approval by the Board the frequency with which the Company should conduct say-on-pay votes, taking into account the results of any prior shareholder votes regarding the subject.
- Review and recommend for adoption by the Board all incentive compensation plans, deferred compensation plans, equity-based plans and all modifications to such plans (referred to herein as “Compensation Plans”).
- Unless otherwise determined by the Board, administer all Compensation Plans (including exercising such other power and authority as may be permitted or required under such plans), including, without limitation, overseeing grants and awards under such plans.
- Approve, or if appropriate recommend the Board approve, the terms of any employment contract, severance agreement, or change of control agreement applicable to officers of the Company.
- Oversee the drafting of the Compensation Discussion and Analysis (the “CD&A”) portion of the Company’s proxy statement for its annual meeting of shareholders.
- Review and discuss the CD&A with management and based on such review and discussion, recommend to the Board the CD&A be included in the proxy statement for the annual meeting of shareholders.
- Review and make recommendations to the Board with respect to the compensation of directors.
- Review and approve, or review and recommend to the Board for its approval, any transaction between the Company and any director or officer of the Company subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act, involving any equity securities of the Company, or derivatives of such securities.
- Report regularly to the Board any actions taken by the Committee.

- Obtain advice and assistance from internal and external legal, accounting or other advisers.
- Appoint, compensate and oversee the work of any compensation consultant, independent legal, accounting or other advisors retained by the Committee. Prior to selecting any such compensation consultant, legal, accounting or other advisors, the Committee shall take into consideration such factors as may be required under applicable listing standards of the NYSE, regulations of the Securities and Exchange Commission, and such other factors as it deems relevant.
- Provide input on compensation and other benefit plans in connection with plans for Chief Executive and other executive officer succession.
- Administer and interpret the share ownership guidelines applicable to non-employee directors, the Chief Executive Officer, President, Chief Financial Officer and other executive officers.
- Conduct on an annual basis an evaluation of the Committee's performance and review and annually reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### **IV. Meetings of the Committee**

The Committee shall meet at least annually, at such time and place as the members of such Committee may determine, and at such other times as it deems necessary to fulfill its responsibilities.

#### **V. Subcommittees and Delegated Responsibilities**

To the extent permitted by, or advisable under, the laws, rules and regulations governing the Committee's activities, the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

The Committee shall carry out such other duties as may be delegated to it by the Board from time to time.