

COMPENSATION COMMITTEE CHARTER

1. Purpose. The Board of Directors (the “Board”) of Miller Petroleum, Inc. (the “Company”) has duly established the Compensation Committee (the “Committee”). The Committee is appointed by the Board of Directors to oversee the compensation policies and practices of the Company, to administer all equity compensation plans, to set the compensation for the CEO and approve all compensation for the Company’s executive officers, to establish and monitor performance criteria for performance based compensation for the Company’s executive officers, and to recommend compensation for Board and committee service for Board approval.

2. Responsibilities of the Committee.

2.1. Compensation Strategy. Oversee the development of a compensation strategy for the Company subject to approval by the Board and administer the programs.

2.2. Compensation Administration. Oversee the administration of the Company’s compensation programs.

2.3. CEO Evaluation. Evaluate, with specific input from the Board’s Presiding Independent Director, the performance of Chief Executive Officer

2.4. CEO Compensation. Set the compensation for the Chief Executive Officer after evaluation of the performance, with specific input from the Board’s Presiding Independent Director.

2.5. Executive Officer Compensation. Review and approve the elements of compensation for other executive officers of the Company including the discretionary bonus amounts on at least an annual basis.

2.6. Employment Agreements. Negotiate the terms of employment agreements with the executive officers of the Company, and approve all employment agreements entered into by the Company.

2.7. Director Compensation. Review the compensation of the Company’s Directors and recommend changes in compensation levels to the Board of Directors.

2.8. Equity Program Approval. Recommend for Board approval equity-based incentive programs necessary to implement the Company’s compensation strategy and administer them.

2.9. Equity Program Administration. Administer all equity-based incentive programs of the Company.

3. Membership.

3.1. Composition of the Committee. The Committee shall consist of no fewer than three members of the Board. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Exchange and such other rules and regulations as may be required by applicable rules and regulations.

3.2. Selection of Members. The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.

3.3. Selection of the Chair. The Chair of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.

3.4. Vacancies. Vacancies on the Committee or in the Chair shall be filled by the Board upon recommendation of the Nominating and Governance Committee at the next meeting of the Board following the occurrence of the vacancy.

3.5. Removal or Replacement of Members. Members of the committee may be removed or replaced, with or without cause, by a majority vote of the Board.

4. Meetings, Minutes, and Voting.

4.1. Meeting Schedule. The Committee will meet as often as necessary to carry out its responsibilities. The Chair, in consultation with the other members of the Committee, shall set the time, frequency and agenda each meeting. The Committee shall not meet unless at least two members are present in person or telephonically and all decisions shall be by majority vote.

4.2. Agendas. The Chair, in consultation with the other members of the Committee, shall establish the agenda of items to be addressed at each upcoming meeting of the Committee.

4.3. Quorum. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

4.4. Procedures. The Chair will preside at each meeting of the Committee. The Chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as to each other director in advance of the meeting. The Chair, subject to the approval of a majority of the members of the Committee, shall have the authority to change the agenda to respond to any matters that warrant attention.

4.5. Voting. The Committee shall make decisions and take other actions by majority vote.

4.6. Minutes. The Committee shall keep minutes of each meeting and file those minutes with the Corporate Secretary in a timely fashion.

5. Reports. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

6. Advisors and Counsel; Cooperation and Reliance. The Committee shall have the resources and authority to discharge its responsibilities; and the Board shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board.

6.1 Retention of Advisors and Counsel. The Committee shall have the authority, in its sole discretion, to obtain advice and assistance from, and to retain at the Company's expense, such administrative support, independent or outside legal counsel, accounting or other advisors and experts as the Committee determines necessary or appropriate to carry out its duties, and in connection therewith to receive appropriate funding, as determined by the Committee, from the Company.

6.2 Determine Administrative Expenses. The Committee shall have the authority to determine the level and cost of separate administrative support necessary or appropriate in carrying out its duties, with the Company bearing such costs.

6.3 Required Participation of Employees. The Committee shall have unrestricted access to the Company's employees, independent auditors, and outside counsel and may require any employee of the Company or representative of the Company's independent auditors or outside counsel to attend meetings of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors, or experts.

6.4 Reliance Permitted. The Committee may act in reliance upon other committees of the Board, management and other employees, the Company's independent auditors, internal auditors, advisors and experts, as it deems necessary or appropriate.

7. 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:

7.1. Scope of Charter. Whether this Charter appropriately addresses the matters that are or should be within its scope.

7.2. Quality of Committee Work. The adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board.

7.3. Participation of Members and Quality of Decision Process. The manner in which issues were discussed or debated, whether all members actively participated and contributed to the work of the Committee.

7.4. Length and Number of Meetings. 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.

7.5. Other Appropriate Factors. Such other factors as the Committee deems relevant to the completion of its responsibilities under this Charter.

8. Rules and Procedures. Except as expressly set forth in this Charter or the Company's By-Laws or Corporate Governance Guidelines, or as otherwise required by law or the rules of the NASDAQ Exchange, the Committee shall establish its own rules and procedures that are consistent with this Charter.

9. Limitation on Responsibility. Nothing in this Charter or in a member's service on the Committee shall increase or be deemed to increase the liability of any member of the Board under applicable state law.

10. Annual Review of Charter. The Committee shall review this Charter at least annually and recommend to the Board for its consideration and action revisions to this Charter, as the Committee shall deem necessary or appropriate.