

CELTIC EXPLORATION LTD.
(the “Corporation”)

NOMINATING COMMITTEE CHAIR
POSITION DESCRIPTION

Appointment

1. The Chair of the Nominating Committee will be appointed, serve and be removed at the pleasure of the Board of Directors of the Corporation (the “**Board**”).

Duties of the Nominating Committee Chair

2. In addition to fulfilling his or her duties as an individual director, the duties of the Nominating Committee Chair are to:
 - (a) serve as the Nominating Committee’s role model for responsible, ethical and effective decision making;
 - (b) lead the Nominating Committee in discharging all duties set out in the Nominating Committee Mandate and as are delegated to the authority of the Nominating Committee by the Board;
 - (c) take reasonable steps to ensure that the Nominating Committee members execute their duties pursuant to their Mandate;
 - (d) manage the affairs of the Nominating Committee to ensure that the Nominating Committee is organized properly and functions effectively;
 - (e) preside at, and together with the Nominating Committee members and advisors (if any), call, schedule and prepare the agenda for each meeting of the Nominating Committee;
 - (f) coordinate with the Corporate Secretary, management and advisors (if any) to ensure that:
 - (i) documents are delivered to members in sufficient time in advance of Nominating Committee meetings for a thorough review;
 - (ii) matters are properly presented for the Nominating Committee’s consideration at meetings;
 - (iii) members have an appropriate opportunity to discuss issues at each meeting;
 - (iv) members have an appropriate opportunity to question management, employees and advisors regarding nominating issues and all other matters of importance to the Nominating Committee; and
 - (v) members work constructively towards their recommendations to the Board;
 - (g) communicate with each member of the Nominating Committee to ensure that:
 - (i) each member has the opportunity to be heard and participate in decision making; and
 - (ii) each member is accountable to the Nominating Committee;

- (h) arrange for the preparation, accuracy and distribution of all minutes of the Nominating Committee to its members and others, as appropriate;
- (i) ensure that the Nominating Committee, following each meeting:
 - (i) reports to the Board regarding its activities, findings and recommendations; and
 - (ii) makes Nominating Committee information available to any director upon request; and
- (j) assist in maintaining effective working relationships between Nominating Committee members, the Board, the Chief Executive Officer, advisors (if any), the other executive officers and management.

Adopted and approved by the Board: June 6, 2011