

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

(Adopted February 13, 2018)

I. STATEMENT OF POLICY

The purpose of the Audit Committee (or “Committee” herein) is to assist the Board of Directors in fulfilling its oversight responsibilities to the shareholders, potential shareholders, the investment community and others with respect to (1) the integrity of the financial reports and other financial information provided by the Company to any governmental body or the public, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditor’s qualifications and independence, and (4) the performance of the Company’s internal audit function and independent auditor. It is the Audit Committee’s responsibility to provide an open avenue of communication among the Committee, the independent auditor, financial and senior management, the internal auditors, Company employees, and the Board of Directors. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and is empowered to retain outside counsel, advisors or other experts for this purpose or any other purpose deemed appropriate by the Committee in performing its functions. The Company shall provide for appropriate funding as determined by the Committee, for payment of compensation to the independent auditors and to any outside counsel, advisors or other experts employed by the Committee and for administrative expenses of the Committee that are necessary or desirable in carrying out its duties.

II. ORGANIZATION

The Audit Committee shall be comprised of three or more directors as affirmatively determined by the Board to be independent members of the Company’s Board of Directors, as required by laws, regulations and exchange listing requirements. A member of the Audit Committee may not be an affiliate of the Company and may not accept any consulting, advisory or other compensation fee from the Company except fees for serving on the Board of Directors, the Audit Committee or any other Board committee. All members of the Audit Committee shall be financially literate, as interpreted by the Board in its business judgment or become financially literate within a reasonable time after appointment, and at least one member of the Committee shall be a “financial expert.” A “financial expert,” in general, is a person who, as a result of education or expertise as a public accountant or auditor or as the principal financial officer, comptroller or principal accounting officer of a company, has an understanding of financial statements and generally accepted accounting principles (“GAAP”) and experience in preparing or auditing financial statements of companies comparable to the Company, in the application of GAAP to accounting for estimates, accruals and reserves, in internal accounting controls and in the functioning of audit committees.

The members of the Audit Committee shall be elected by the Board. If the Board does not elect the Chairman of the Audit Committee, the members of the Committee may designate a Chairman by majority vote of the full Committee membership. No member of the Audit Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

III. MEETINGS

The Audit Committee shall meet at least four times annually to review the Company's financial statements, and more frequently as circumstances dictate. As part of its job to foster open communications, the Committee shall meet privately at least annually with the Chief Executive Officer, President, Chief Financial Officer, the director of internal auditing and the independent auditor to discuss any matters that the Committee or each of these groups believe should be discussed privately.

IV. RESPONSIBILITIES AND PROCESSES

The primary responsibility of the Audit Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board. The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to better respond to changing conditions and circumstances. The Committee should provide oversight to management in setting the overall corporate tone for quality financial reporting, sound business risk practices, and ethical behavior.

The Audit Committee shall perform the following processes in carrying out its oversight responsibilities. These processes are intended as a guide with the understanding that the Committee may supplement or modify them as deemed appropriate.

1. Documents and Reports Review

- Review the Audit Committee Charter annually and update as needed, and obtain the approval of the Board of Directors.
- Discuss with financial management the earnings press release and the financial information and earnings guidance provided to analysts and rating agencies, paying particular attention to any use of non-GAAP information. These need not be discussed in each instance and may be done generally through a discussion of the types of information to be disclosed and the type of presentation to be made.
- Review with financial management and the independent auditor management's discussion and analysis of financial condition and results of operations and the financial statements to be included in the Company's Annual Report on Form 10-K, including their judgment about the quality, not just the acceptability, of accounting principles, and the reasonableness of

significant judgments and the clarity of the disclosures in the financial statements.

- Review with financial management the financial statements and results for each quarter prior to the release of earnings to the public and management's discussion and analysis of financial condition and results of operations to be included in the Company's Quarterly Report on Form 10-Q.
- Review with financial management and the independent auditor (1) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, (2) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, and (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- Review with the independent auditor the results of their quarterly review.
- Review the scope and plans for the audit to be conducted by the independent auditor, including adequacy of staffing and level of compensation.

2. *Implementing Financial Issue Submission Procedures*

- Establish procedures for the receipt, consideration and treatment of issues raised regarding accounting, internal accounting controls or auditing matters and the confidentiality or anonymous submission by employees of concerns regarding accounting or auditing matters.

3. *Independent Auditor*

- The Audit Committee is responsible for the appointment and compensation arrangements of the Company's independent auditor and for oversight of work of the auditor in preparing or issuing the audit report.
- On an annual basis, (1) require the independent auditor to submit a formal written statement delineating all relationships between the independent auditor and the Company; (2) engage in a dialogue with the independent auditor with respect to disclosed relationships that may impact the objectivity and independence of the auditors; (3) approve the performance of any non-audit services, other than tax related work, by the independent auditor prior to such services being rendered; and (4) make any recommendations to the Board it considers appropriate to ensure the independence of the auditors. Additionally, annually obtain and review a report by the independent auditor

describing the independent auditor's internal quality control procedures and any material issues raised by the most recent internal quality control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, of the independent auditor and any steps taken to deal with any such issues. The independent auditor is ultimately accountable to the Committee and the Board, and the Committee shall have ultimate authority and responsibility to select, evaluate and replace the independent auditor.

- On an annual basis, evaluate the independent auditor's qualifications, performance and independence, including an evaluation of the lead partner of the independent auditor, taking into account the opinions of management and the internal auditors. The Audit Committee shall also ensure the rotation of the lead partner of the independent auditor having primary responsibility for the audit as required by law. Consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the audit firm.

4. *Internal Auditor*

- Approve the internal audit charter.
- Approve decisions regarding the appointment and removal of the Chief Audit Executive. Ensure there are no unjustified restrictions or limitations of scope or access to personnel. At least annually, review the performance of the Chief Audit Executive and annual compensation and salary adjustment.
- Approve the annual internal audit plan and all major changes to the plan. Review the internal audit activities and conformance with the Internal Audit Charter. Review with the Chief Audit Executive the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.
- Review the effectiveness of the internal audit function, including conformance with the Internal Audit Charter.

5. *Financial Reporting Processes*

- Discuss with management, the internal auditors, and the independent auditor the adequacy and effectiveness of the accounting and financial controls.
- At least once a year, consult with the independent auditor out of the presence of management about internal controls, any audit problems or difficulties and management's responses, and the completeness and accuracy of the Company's financial statements.

- Discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.

6. *Other*

- Comply with any audit committee reporting obligations required by the Securities and Exchange Commission or other agency to be included in proxy materials or other filings.
- Report to the Board of Directors the recommendation of the Committee with respect to inclusion of the audited financial statements in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.
- Report to the Board of Directors any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor or the performance of the internal audit function.
- Annually review the performance of the Audit Committee and report its results to the Board of Directors.
- Annually review with financial management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- The Audit Committee shall set clear hiring policies for employees or former employees of the independent auditor.
- The Audit Committee shall review any related party transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC and report to the Board its recommendation to either approve or disapprove such transaction.
- For these purposes, a "related party transaction" is a transaction, proposed transaction, or series of similar transactions in which (a) the Company is a participant, (b) the amount involved exceeds \$120,000 annually, and (c) a related person (as defined below) has or will have a direct or indirect material interest. A "related person" is (a) any person who is, or at any time since the beginning of our last fiscal year was, a director, executive officer, or nominee to become a director, (b) a person known to beneficially own 5% or more of any class of the Company's voting securities, (c) an immediate family member of any of the foregoing persons (which means any child, stepchild,

parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such director, executive officer, nominee for director or greater than 5% beneficial owner), and (d) any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee for director or greater than 5% beneficial owner). The Audit Committee will consider the adequacy of disclosure and fairness to the Company of the matters considered.

- The Audit Committee will consider various factors in exercising their judgment, including (a) terms of the transaction with the related party, (b) availability of comparable products or services from unrelated third parties, (c) terms available from unrelated third parties and (d) the benefits to the Company. The Audit Committee recommends for approval only those related party transactions that are, in its judgment, in the Company's best interest and on terms no less favorable to the Company than it could have achieved with an unaffiliated party.