

PETROQUEST ENERGY, INC.

AUDIT COMMITTEE CHARTER

Effective as of March 26, 2019

1. Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of PetroQuest Energy, Inc. (the “Company”) is to assist the Board in overseeing (a) the integrity of the Company’s financial statements, (b) the Company’s compliance with legal and regulatory requirements, (c) the independent auditor’s qualifications and independence, and (d) the performance of the Company’s independent auditor and internal auditors (or other personnel responsible for the internal audit function). In so doing, it is the responsibility of the Committee to maintain free and open communication among the directors, the independent auditor, the internal auditors (or other personnel responsible for the internal audit function) and the financial management of the Company. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures. To the extent required by applicable law, the Committee’s functions shall include those required by The Nasdaq Stock Market LLC (“Nasdaq”) or the New York Stock Exchange (“NYSE”), as and when applicable, the Securities and Exchange Committee (the “SEC”) and U.S. Federal securities laws.

Management is responsible for determining that the Company’s financial statements are complete and accurate and prepared in accordance with generally accepted accounting principles (“GAAP”), and the independent auditor is responsible for auditing the financial statements. In discharging its responsibilities, the Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

2. Composition

The Committee will consist of two or more directors as selected by the Board. The members of the Committee shall not be executive officers or employees of the Company nor shall they have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in such member having financial sophistication (as determined by the Board in its business judgment), including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

At such time as the Company shall be listed on a national securities exchange: (i) the Committee will consist of three or more directors as selected by the Board, (ii) prior to the appointment of such members and annually thereafter, the members of the Committee shall each have been affirmatively determined by the Board to meet the independence requirements of the New York Stock Exchange or the Nasdaq, as applicable, Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules and regulations of the SEC and the

independence requirements established by the Board, if any, (iii) if listed on the NYSE, all members of the Committee must be “financially literate” as such qualification is interpreted by the Board in its business judgment and, if listed on the Nasdaq, all members must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, (iv) at least one member of the Committee must have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment, (v) no member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years, and (vi) at least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC, as determined by the Board in its business judgment (a person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise). Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken. At such time the Company shall be listed on a national securities exchange, no member of the Committee shall simultaneously serve on the audit committees of more than two other public companies.

The Board will annually appoint one member of the Committee as chairperson to serve a one-year term at the first meeting of the Board following the annual stockholder meeting.

If a member of the Committee ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Committee may, if so permitted under then applicable NYSE or Nasdaq rules, continue until the earlier of the Company’s next annual meeting of shareholders or one year from the occurrence of the event that caused the failure to qualify as independent.

The Committee will have the authority, in its sole discretion, to retain independent legal, accounting or other advisors, as it deems necessary, and to oversee the work of such advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to such advisors and to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The members of the Committee will be appointed by the Board. Committee members may be removed and/or replaced by the Board.

3. Meetings

The Committee will meet as frequently as circumstances dictate, but not less frequently than quarterly. The Committee shall meet at the call of its chairperson and shall be governed by the same rules regarding notice of meetings and waiver of notice as set forth in the Company’s Amended and Restated Bylaws. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Amended and Restated Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s Amended and Restated Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including (if determined appropriate by the Committee) designation of a chairperson pro tempore in the absence of the chairperson, and designation of a secretary. The

secretary need not be a member of the Committee and (if determined appropriate by the Committee) shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee shall meet separately, periodically, with management, internal auditors (or other personnel responsible for the internal audit function), the independent auditors or others whose advice and counsel are relevant to the issues then being considered by the Committee to discuss any matters that the Committee or one of these groups believes should be discussed privately or to meet in separate executive sessions.

4. Outside Auditors

The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, in each case in a manner that is consistent with the standards of independence and other qualifications established by the NYSE or Nasdaq rules, as and when applicable, applicable laws, and any applicable rules and regulations of the SEC. The independent auditor and any other registered public accounting firm, as applicable, shall report directly to the Committee.

In order to ensure that the independent auditor is independent, at least annually the Committee will obtain from the independent auditor a formal written statement delineating all relationships between the auditor, the Company and the management of the Company. The Committee will review and discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and, if necessary, make recommendations to the Board regarding any actions to be taken to ensure the independence of the Company's independent auditor. The Committee will review and evaluate the lead partner of the independent auditor team, will ensure the rotation of the independent audit team as required by law and periodically consider whether a policy regarding the periodic rotation of independent audit firms is necessary. The Committee will set hiring policies for employees or former employees of the independent auditor.

The Committee will pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent auditor, subject to the de minimis or other exceptions for non-audit services permitted under any NYSE or Nasdaq rule, as and when applicable, applicable laws, and any applicable rules or regulations of the SEC (including (if applicable) Section 10A(i)(1)(B) of the Exchange Act) or which non-audit services are approved by the Committee prior to the completion of the audit. Alternatively, the engagement of the independent auditor may be entered into pursuant to pre-approval policies and procedures established by the Committee, provided that the policies and procedures are detailed as to the particular services and the Committee is informed of each service. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

5. Responsibilities

The Committee believes its policies and procedures should remain flexible in order to react more effectively to changing conditions and to ensure that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality. The Committee may modify these activities, as may be required by the NYSE or Nasdaq rules, as and when applicable, or applicable laws, or the rules and regulations of the SEC, as particular circumstances warrant. In carrying out these responsibilities, in addition to such other duties as the Board may from time to time assign, the Committee will:

- Meet with the independent auditor and financial management of the Company to review the scope, planning and staffing of any audit and review the audit procedures to be utilized.
- Review and discuss with the independent auditor (a) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the auditors' risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit.
- Review and discuss with management and the independent auditor (a) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods on the financial statements, (b) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, (c) material issues on which the audit team consulted the independent auditor's national office, (d) accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise), and (d) any management or internal control letter issued, or proposed to be issued, by the independent auditor to the Company.
- Review with the independent auditor, the Company's financial personnel and the Company's accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the Company and any special audit steps adopted in light of any material control deficiencies and any fraud involving management or other employees with a significant role in such controls, and elicit any recommendations for the improvement of such internal control procedures or particular functions where new or more detailed controls or procedures are desirable.
- Review and discuss with management and the independent auditor the annual audited financial statements (including the related notes), the form of the audit opinion to be issued by the independent auditor on such financial statements and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form

10-K (“Form 10-K”) and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K.

- When the Company becomes subject to the SEC filing requirements with respect to management’s annual internal control report and/or the independent auditor’s attestation of the report, review and discuss with management, the internal auditor and the independent auditor management’s annual internal control report and the independent auditor’s attestation of the report prior to the filing of the Company’s Form 10-K.
- Review an analysis prepared by management and the independent auditor of significant reporting issues and judgments made in connection with the preparation of the Company’s financial statements. Among the items to be addressed are significant changes in the Company’s selection or application of accounting principles, major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies, the adequacy of disclosures about changes in internal control over financial reporting, and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company’s financial statements.
- Obtain, review and discuss reports from the independent auditor, prior to the filing of financial statements with the SEC, regarding (a) all critical accounting policies and practices to be used, (b) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor, and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management the Company’s earnings press releases, including the use of pro forma information or non-GAAP financial measures, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
- Provide sufficient opportunity for the independent auditor to meet with the members of the Committee without members of management present. Among the items to be discussed is the independent auditor’s evaluation of the Company’s financial and accounting personnel, together with the cooperation that the independent auditor received during the course of the audit. If determined by the Committee to be appropriate under the circumstances then existing, the Committee or the Committee’s designated representative may meet or talk with the Company’s investment bankers and financial analysts who follow the Company.
- Review and discuss with management and the independent auditor the Company’s quarterly financial statements and a draft of its Form 10-Q, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition

and Results of Operations,” prior to the filing of the Form 10-Q, including the results of the independent auditor’s reviews of the quarterly financial statements.

- Discuss with management the risks faced by the Company, including the Company’s major financial risk exposures, and the steps management has taken to monitor and control those exposures and the guidelines and policies to govern the process by which risk assessment and risk management is undertaken.
- Discuss with independent auditors the matters required to be discussed by applicable auditing standards (including, to the extent applicable, PCAOB Auditing Standards No. 1301, Communications with Audit Committees) regarding the conduct of the audit by independent auditors.
- Obtain and review a report from the independent auditor at least annually regarding: (a) the independent auditor’s internal quality-control procedures, (b) any material issues raised by the most recent internal quality control review, peer review or, to the extent applicable, Public Company Accounting Oversight Board review, of the firm or the Company, 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, and any steps taken to deal with any such issues, and (c) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.
- Report regularly to the Board. Submit the minutes of all Committee meetings to, or review the matters discussed at each Committee meeting with, the Board.
- As determined by the Committee, investigate material matters brought to the Committee’s attention within the scope of its duties. The Committee will have the power to retain outside counsel and other advisors for this purpose if, in its judgment, that is appropriate. Review with management and the independent auditor any published reports, correspondence with regulators or governmental agencies, or any employee complaints which raise material issues regarding the Company’s financial statements or, to the extent applicable, SEC reporting.
- Periodically assess any matter related to the financial matters of the Company and make policy recommendations to the Board which include actions and related disclosures of a transaction with any related person (as defined in Item 404 of Regulation S-K), any insider or affiliated party transaction or course of dealing, and any other potential conflict of interest situation, the scope of non-audit work to be allowed to be performed by the Company’s independent auditor, together with hiring policies of the Company related to senior management of the Company’s independent auditor, and qualification of the independent auditor.
- Review policies and procedures that the Company has implemented regarding compliance with applicable federal, state and local laws and regulations and with the Company’s Code of Business Conduct and Ethics (the “Code”).

- Meet at least annually with the Company's chief compliance officer regarding the implementation and effectiveness of the Company's compliance programs and at such other times as such officer may request.
- Obtain reports from management, internal auditing personnel, the Company's general counsel and the independent auditor regarding compliance with applicable laws and regulations and with the Company's Code. Discuss with the Company's general counsel and outside legal counsel as needed any legal, compliance or regulatory issues that could have a material effect on the Company's financial statements or compliance policies.
- Monitor compliance with the Code, investigate any alleged breach or violation of the Code and enforce the provisions of the Code.
- Obtain assurance from the independent auditor that, in the course of conducting the audit, no illegal acts were detected or otherwise came to the independent auditor's attention that would require disclosure to the committee under Section 10A(b) of the Exchange Act, whether applicable or not.
- Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, auditing or other matters.
- Review the significant reports to management prepared by the internal auditing personnel and related management responses. The Committee will provide primary oversight of the internal audit function and will periodically review with management and the independent auditor the responsibilities, budget, staffing and scope of the internal audit function and will discuss such matters with the independent auditor.
- Review disclosures made to the Committee by the CEO and CFO during their certification process for the Form 10-K and Form 10-Q regarding any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
- Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K), any insider or affiliated party transaction or course of dealing, and any other potential conflict of interest situation on an ongoing basis, in accordance with Company policies and procedures. Review and approve, to the extent applicable, related disclosures in the Company's annual proxy statement for its annual meeting of stockholders (the "Proxy Statement"), if any, or the Company's Form 10-K (excluding transactions pursuant to plans approved by the Board). Develop policies and procedures for the Committee's approval of related party transactions.

- Keep the independent auditor informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and review and discuss with the Company's independent auditor the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
- Prepare the report required by the rules of the SEC to be included in the Company's Proxy Statement, if any, or the Form 10-K.
- Evaluate the performance and effectiveness of the Committee annually and report the results of such evaluation to the Board.
- Review, prior to submission, all certification letters and other documents required to be submitted by the Company that may be required by the NYSE or Nasdaq rules, as and when applicable, or the rules and regulations of the SEC concerning the composition of the Committee, this Charter or related matters.
- At least annually the Committee will review, assess and update this Charter to ensure it meets all legal requirements, including, when applicable, NYSE or Nasdaq rules, and recommend any necessary or desirable revisions to the Board.
- Publish this Charter in accordance with applicable SEC, NYSE or Nasdaq rules.