

## **DAYBREAK OIL AND GAS, INC.**

### **Qualifications for Nominations to the Board of Directors**

The following principles enunciate the general personal and professional characteristics that the Nominating and Corporate Governance Committee (the “Committee”) deems most relevant in assessing any candidate’s qualifications for nomination to the Board of Directors. Candidates must satisfy all mandatory qualifications set forth below in order to be considered for nomination to the Board. The Committee will discern between candidates based upon the discretionary qualifications set forth below in light of such facts and circumstances as the Committee deems relevant, including the following:

- The size, composition and diversity of the Board
- The number and qualifications of other candidates
- The need for continuity on the Board
- The relevance of the candidate’s background and experience to the issues facing the Board and the Company during the coming year.

Nominations for election to the Board are made in the sole discretion of the Committee and are final for the election year involved.

#### **Qualified candidates for nomination to the Board must:**

- Embody the highest personal and professional ethical character and espouse the values of Daybreak Oil and Gas, Inc.
- Fully comprehend the role of a director on the board of directors of a public company and the fiduciary obligations owed to the Company and its shareholders.
- Enjoy a reputation for prominence, leadership, stewardship and the exercise of sound and responsible judgment in his or her personal and professional affairs.
- Offer the prospect of a reasonable tenure on the Board generally at least five years from the date of initial election to the Board.

#### **Qualified candidates for nomination to the Board generally should:**

- Have substantial experience as a director or an executive officer within an organization of comparable size and complexity.
- Have substantial understanding of issues pertaining to the exploration and production segment of the oil and gas industry, a relevant energy-related industry, or an otherwise complimentary or helpful industry or profession.
- Contribute to a substantial independent and diverse viewpoint on the Board, unbiased toward any particular constituency and able to effectively represent all shareowners.

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