

**TRANSATLANTIC PETROLEUM CORP.**

**COMPENSATION COMMITTEE CHARTER**

**MEMBERSHIP**

The Committee will be comprised of at least three independent members and meet regularly at least two times per year. Special meetings may be called. Committee members are appointed by the Board on the recommendation of the Corporate Governance Committee and may be replaced by the Board. The Committee will select its own Chairman. At least one Member will have experience in evaluating and determining compensation levels.

**MEETINGS**

- (a) The Committee shall meet in person or by conference call as frequently as necessary to carry out its responsibilities under this Charter, but in no event less than two times per year.
- (b) The Committee Chair shall be responsible for calling the meetings of the Committee, establishing meeting agenda with input from management and supervising the conduct of the meetings.
- (c) A majority of the Members will constitute a quorum for conducting business at a meeting of the Committee.
- (d) The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

**MANDATE OF THE COMMITTEE**

The Committee will establish and administer the Company's policies, programs and procedures for compensating and incentivizing its executive officers.

- (a) The Committee will review all compensation arrangements for the Chief Executive Officer ("CEO") and other executive officers of the Company, including salaries, bonus, cash-incentive and equity-based incentive compensation, and make recommendations to the Board for their approval.

Without limiting the foregoing, the Committee will review all proposed employment and retention agreements with any executive officer of the Company, as well as severance agreements that provide benefits in excess of those set forth in any severance and termination plans previously approved by the Committee or the Board.

## **RESPONSIBILITIES**

The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

- (a) The Committee has the authority to engage and terminate independent legal, accounting or other advisors or consultants.
- (b) The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants and to any other advisors employed by the Committee, provided however that such funding will not exceed \$25,000 annually without the prior approval of the Board.
- (c) The Committee will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (d) The Committee will annually review its own performance.

## **REPORTING**

The Committee shall prepare any report relating to compensation required by the rules of the Exchange and the Commissions and report regularly on its activities to the Board.

## **REVIEW AND APPROVAL OF EXECUTIVE OFFICER COMPENSATION**

- (a) The Committee will evaluate, at least annually, corporate goals and objectives relevant to the compensation of the CEO and the other executive officers of the Company.
- (b) The Committee will evaluate the performance of the CEO and other executive officers in the light of those corporate goals and objectives and set compensation levels based on those evaluations and any other factors as it deems appropriate.

## **PERFORMANCE REVIEWS**

- (a) The Committee will complete an annual evaluation of the CEO's performance.
- (b) The performance evaluation will be delivered to the CEO by the Committee Chair.

## **RATIFICATION OF INCENTIVE COMPENSATION PLANS BY THE BOARD**

The Committee will submit to the Board for approval any of the following:

- (a) cash incentive compensation and equity based incentive plans of the Company;  
and
- (b) all other equity-based plans of the Company that require the approval of shareholders or otherwise required by law.

## **REVIEW DIRECTOR COMPENSATION**

The Committee will review Director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board.

### **LOANS TO DIRECTORS**

The Committee will monitor compliance with any legal requirements relating to the granting of loans by the Company to Directors or senior management of the Company.

### **WHISTLE-BLOWING PROCEDURES**

The Committee will adopt the whistle-blowing procedures established by the Company's Audit Committee, for the confidential, anonymous reporting of any complaint or potential violation of law regarding the compensation of the Company's executive officers and employees.

### **PUBLIC DISCLOSURE OF CHARTER**

This Charter will be included in the on the Company's web-site.

Approved by the Board of Directors of the Corporation as of March 15, 2006.