AMERICAN EAGLE ENERGY CORPORATION

COMPENSATION COMMITTEE CHARTER

Adopted February 8, 2012

The Board of Directors of **American Eagle Energy Corporation**, a Nevada corporation (the "**Corporation**"), has adopted this Charter for its Compensation Committee (the "**Committee**") as of the date first written above.

1. Purpose of the Compensation Committee

The purpose of the Committee shall be to discharge the Board of Directors' responsibilities relating to compensation of the Company's chief executive officer and other senior executive officers, and to produce a report on executive compensation for inclusion in the Company's annual meeting proxy statement, if and in accordance with applicable rules and regulations promulgated by the Securities and Exchange Commission (the "**Commission**"). The Committee has responsibility for overseeing the Corporation's compensation and benefits policies generally, evaluating the senior executive officers' performance, and determining the compensation for the Corporation's chief executive officer and other senior executive officers.

2. Composition of the Committee

Number and Qualifications. The Committee shall initially be comprised of not less than three (3) Directors. The number of members of the Compensation Committee may be increased or decreased by the Board of Directors in its discretion. Each Director who serves on the Committee must be affirmatively determined by the Board of Directors to satisfy the independence requirements established by Section 803A of the NYSE Amex LLC ("**AMEX**") Company Guide or Rule 5605(a)(2) of the Nasdaq Marketplace Rules, each as amended, modified, or supplemented from time to time. At least two (2) members of the Committee shall qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Act of 1934, as amended (the "**Exchange Act**"), and as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Notwithstanding the foregoing, if the Committee is comprised of at least three (3) members, one (1) Director who is not independent as defined in Section 803A of the AMEX Company Guide or Rule 5605(a)(2) of the Nasdaq Marketplace Rules, and is not a current officer or employee or an immediate family member of such person, may be appointed to the Committee, if the Board of Directors, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Corporation and its stockholders, and the Board of Directors discloses, in the next annual meeting proxy statement (or in its next Annual Report on Form 10-K or equivalent if the Corporation does not file an annual proxy statement) subsequent to such determination, the nature of the relationship and the reasons for that determination. A Director appointed to the Committee pursuant to this paragraph may not serve on the Committee for in excess of two (2) years.

Appointment and Removal. The chairman and members of the Committee will be appointed by and serve at the discretion of the Board of Directors based on recommendations from the Nominating and Corporate Governance Committee. The chairman of the Committee should generally have served at least one (1) year on the Committee prior to becoming chairman. Each appointed member of the Committee shall be subject to annual reconfirmation and may be removed by the Board of Directors at any time; provided, that the Board of Directors must, at all times, assure that the Committee will have a chairman and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

3. Specific Responsibilities and Duties of the Committee

Compensation and Benefits Generally. The Committee shall review and make recommendations to the Board of Directors regarding the Corporation's compensation and benefits policies generally (subject to stockholder approval or ratification, if required), including reviewing and recommending any incentive-compensation plans and equity-based plans of the Corporation. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention, and compensation of senior executive officers and other employees of the Corporation and any other factors that it deems appropriate. The Committee shall report the results of such review and recommend action with respect to the Corporation's compensation and benefits policies to the Board of Directors.

Executive Compensation. The Committee shall review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (the "**CEO**"), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The Committee shall review and approve the compensation level for each of the Corporation's other executive officers, including his or her annual base salary level, annual incentive compensation, and long-term incentive compensation. The Committee will review and approve and, when appropriate, recommend to the Board for approval, any employment, severance, and change-in-control agreement, arrangement, or plan or any other ongoing perquisites or special benefit items, which includes the ability to amend and terminate such agreements, arrangements, or plans.

In reviewing the Corporation's executive compensation, the Committee shall consider, among other things, the corporate goals and objectives relevant to executive compensation, each executive's performance in light of such goals and objectives, the cost to the Corporation of such compensation, compensation (including long-term incentives) given to senior executive officers in prior years, the Corporation's financial performance, stockholder return, the value of similar incentive awards relative to such targets at comparable companies, and any other factors the Committee deems appropriate and in the best interests of the Corporation. The Committee shall approve each executive's compensation based on its evaluation of these and any other factors the Committee deems appropriate and in the best interests of the Corporation.

Disclosure. If required under applicable rules and regulations, the Committee shall review and discuss with management the Corporation's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend that the CD&A be included in the Corporation's annual proxy statement, and produce the report on executive compensation required to be included in the Corporation's proxy statement or Annual Report on Form 10-K. A copy of this Charter will be made available to stockholders without charge and on the Corporation's website, if required under applicable rules and regulations. The Corporation's Annual Report on Form 10-K will state that this Charter is available in print to stockholders upon request, if required under applicable rules and regulations.

Risk and Compensation. The Committee shall review the Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

Say on Pay. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation ("**Say on Pay Vote**"), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposal regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Corporation's proxy statement.

Reporting to the Board of Directors. The Committee shall make regular reports to the Board of Directors. These reports will include a review of any recommendations or issues that arise with respect to the Corporation's compensation and benefits policies, executive compensation, performance of management and management succession planning, and any other matters that the Committee deems appropriate or is requested to be included by the Board of Directors. The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee and Board of Directors for review and approval.

4. Operations of the Compensation Committee

Meetings. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. The Committee may invite senior executive officers to its meetings as it deems appropriate; however, no senior executive officer shall attend that portion of any meeting where such executive's performance or compensation is discussed. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors.

Outside Consultants. The Committee has the authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of the senior executive officers' compensation, including sole authority to approve all such compensation consultant's fees and other retention terms. The Committee shall have the authority to retain and terminate any outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee, for the payment of compensation to its compensation consultants, outside counsel, or any other advisor.

Delegation. Except as otherwise prohibited by law, the Corporation's Articles of Incorporation or the Corporation's Bylaws, the Committee may delegate all or a portion of its duties and responsibilities to a subcommittee or any member of the Committee when it deems appropriate and in the best interest of the Corporation. The Committee may delegate to one or more officers of the Corporation the authority to make grants and awards to any non-Section 16 officer of the Corporation under such of the Corporation's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

Performance Evaluation. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board of Directors. The Committee shall conduct this evaluation in such manner as it deems appropriate.