

HERITAGE OIL LIMITED
(the “Company”)
TERMS OF REFERENCE
FOR THE
AUDIT COMMITTEE

Adopted by the Board of Directors on 19 March 2008.

Reconfirmed by the Audit Committee on 9 April 2009.

Reference to “the Committee” shall mean the Audit Committee.

Reference to “the Board” shall mean the Board of Directors of the Company.

In keeping with the principles of good corporate governance, the Board has established the Committee and adopted terms of reference below for the Committee that fully comply with the requirements found in the Combined Code on Corporate Governance (the “**Combined Code**”). Pursuant to the terms of reference below, the Board has established formal and transparent arrangements for considering how the Board should apply the financial reporting and internal control principals of the Company and for maintaining an appropriate relationship with the Company’s auditors.

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Audit Committee. The Committee shall be made up of at least 3 members.
- 1.2 All members of the Committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience. The Chairman of the Board shall not be a member of the Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, Chief Executive, and other directors may be invited to attend all or part of any meeting as and when appropriate.
- 1.4 The external auditors will be invited to attend meetings of the Committee on a regular basis.
- 1.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided the director remains independent.
- 1.6 The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

- 2.1 The Company Secretary or his nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business by the Company shall be 2 members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

- 4.1 The Committee shall meet at least [two] times a year at appropriate times in the reporting and audit cycle and otherwise as required.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members or at the request of external or internal auditors if they consider it necessary.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meeting

- 6.1 The Secretary of the Company shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The Secretary of the Company shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting (“AGM”) prepared to respond to any shareholder questions on the Committee’s activities.

8. Duties

Members of the Committee should carry out the duties below for the Company, major subsidiary undertakings and the group as a whole, as appropriate.

8.1 Financial reporting

- 8.1.1 Members of the Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, and any other formal announcement relating

to its financial performance, reviewing significant financial reporting issues and judgements which they contain; and

- 8.1.2 The Committee shall also review summary financial statements, significant financial returns to regulators and any other statements or publications containing financial information including announcements likely to have a significant effect on the price of the Company's securities or the price of the exchangeable shares of Heritage Oil Corporation,

Provided that such monitoring and review is not inconsistent with any requirement for prompt reporting under the Financial Services Authority's Disclosure and Transparency Rules.

- 8.1.3 Members of the Committee shall review and challenge where necessary:

- (i) the consistency of, and any changes to, accounting policies both on a year on year basis and across the Company/group;
- (ii) the methods used to account for significant or unusual transactions where different approaches are possible (such as in relation to any equity or debt fund raising or grant of share options);
- (iii) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
- (iv) the clarity of disclosure in the Company's financial reports and the context in which statements are made; and
- (v) all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management).

- 8.1.4 If applicable, the Committee shall review the annual financial statements of the pension funds, if any, where not reviewed by the Board as a whole.

8.2 Internal controls and risk management systems

The Committee shall:

- 8.2.1 keep under review the effectiveness of the Company's internal controls and risk management systems; and
- 8.2.2 review and approve the statements to be included in the annual report concerning internal controls and risk management.

8.3 Whistleblowing and fraud

The Committee shall:

- 8.3.1 review the Company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.

The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action; and

8.3.2 review the Company's procedures for detecting fraud.

8.4 External Audit

The Committee shall:

8.4.1 consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the Company's external auditor. The Committee shall oversee the selection process for new auditors and if an auditor resigns, the Committee shall investigate the issues leading to this and decide whether any action is required;

8.4.2 oversee the relationship with the external auditor including (but not limited to):

- (i) approval of their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
- (ii) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- (iii) assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
- (iv) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business);
- (v) agreeing with the Board a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy;
- (vi) monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements;
- (vii) assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures;
- (viii) seeking to ensure co-ordination with the activities of the internal audit function;

- 8.4.3 meet or speak regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet or speak to the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit;
- 8.4.4 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
- 8.4.5 review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - (i) a discussion of an issues which arose the audit;
 - (ii) any accounting and audit judgements;
 - (iii) levels of errors identified during the audit;

The Committee shall also review the effectiveness of the audit:

- 8.4.6 if reasonably requested by the Chief Financial Officer, review any representation letter(s) requested by the external auditor before they are signed by management;
 - 8.4.7 review the management letter and management's response to the auditor's findings and recommendations;
 - 8.4.8 develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter;
- 8.5 Reporting responsibilities:
- 8.5.1 the Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
 - 8.5.2 the Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
 - 8.5.3 the Committee shall review a report to shareholders on its activities to be included in the Company's annual report.
- 8.6 Other matters

The Committee shall:

- 8.6.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;

- 8.6.2 be provided with appropriate and timely training, both in the form of an induction programme for new members if required and on an ongoing basis for all members;
- 8.6.3 give due consideration to applicable laws and regulations, the provisions of the Combined Code and the requirements of the Financial Services Authority's Listing Rules, Prospectus Rules and Disclosure and Transparency Rules as appropriate;
- 8.6.4 be responsible for co-ordination of the internal and external auditors;
- 8.6.5 oversee any investigation of activities which are within its terms of reference and act for internal purposes as a court of the last resort; and
- 8.6.6 at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9. Authority

The Committee is authorised:

- 9.1 to seek any information it requires from any employee of the Company in order to perform its duties;
- 9.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- 9.3 to call any employee to be questioned at a meeting of the Committee as and when required.