

**CANADIAN SUPERIOR ENERGY INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER**

PURPOSES

The primary purposes of the Corporate Governance Committee (the “Committee”), on behalf of the Board of Directors (the “Board”) of Canadian Superior Energy Inc. (the “Company”) are to: develop and recommend to the Board guidelines, policies and procedures relating to corporate governance; identify individuals qualified to become Board members; recommend to the Board director nominees for election to the Board; recommend to the Board committee composition and appointments; evaluate the performance and effectiveness of the Board and committees of the Board; and, review and make recommendations to the Board on non-employee director compensation.

RESPONSIBILITIES

The following shall be the common recurring responsibilities of the Committee in carrying out its purposes. These responsibilities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Develop and recommend to the Board the criteria and procedures for the identification and recruitment of new directors. The Committee will periodically review the criteria and procedures and make recommendations to the Board on any proposed changes.
2. Annually review the size, composition and organization of the Board and its committees, and recommend to the Board policies, changes or other action it deems advisable.
3. Review the qualifications of individuals suggested as potential candidates for director, including candidates suggested by shareholders.
4. Recommend to the Board the nominees to be proposed by the Board for election as directors of the Company at the annual general meeting.
5. Recommend to the Board nominees to fill vacancies on the Board between annual meetings, including vacancies created by an increase in the number of authorized directors.
6. Annually recommend to the Board members of the Board to serve on standing committees for the next year, and recommend individuals to serve as chair for each committee.
7. Develop a self-evaluation process for the Board, including its committees and individual directors. At least annually assess the Board’s performance and effectiveness and report the results to the Board before the Committee makes its recommendations for nominees for directors at the annual general meeting.
8. Annually review the Committee’s performance and effectiveness and report the results to the Board. The annual review will include an assessment of the adequacy of this Charter.

9. Annually review the compensation of non-employee directors, including newly appointed directors, and make such recommendations to the Board deemed advisable.
10. Review, approve and make recommendations to the Board for guidelines, policies, procedures and practises relating to matters of corporate governance, including, but not limited to the following.
 - (a) Develop and recommend to the Board a set of governance guidelines setting forth the principles and rules the Board will follow in carrying out its responsibilities. The Committee is responsible for (i) periodically reviewing the governance guidelines and recommending any revisions to the Board; and (ii) reviewing any requests for waivers of the guidelines and making recommendations on such requests to the Board.
 - (b) Develop and recommend to the Board a Code of Business Conduct and Ethics for the Company (the “Code”). The Committee is responsible for (i) periodically reviewing the Code and recommending any revisions to the Board; (ii) reviewing any requests for waivers of the Code with respect to any executive officer or director of the Company and making recommendations on such requests to the Board; and (iii) reviewing any allegation that an executive officer or director may have violated the Code and report its findings to the Board.
 - (c) Establish and maintain procedures for (i) the review and approval of related party transactions as defined by applicable securities laws and corporate policies, and make recommendations to the Board with respect to the reporting of such transactions; and (ii) resolving conflicts of interest involving an executive officer or director, as directed to the Committee by the Chairman of the Board, the internal or external auditors, or an officer of the Company.
 - (d) Exercise oversight of compliance by the Company and, where appropriate, the Company’s affiliates, with corporate governance policies and applicable legislative, regulatory and stock exchange requirements or standards.
 - (e) Establish and maintain procedures for interested parties to communicate with non-employee directors.
 - (f) Review and recommend to the Board policies on disclosure, confidentiality and trading in securities.
11. Review requests by directors or executive officers to accept a seat on any additional company board and make recommendations to the Board with respect to such requests.

For clarity, this responsibility shall not apply to board seats held by a director or executive officer at the time this charter is adopted.
12. Periodically review with management significant non-financial risks and uncertainties facing the Company.

13. Oversee a continuing education program for directors and an orientation program for new directors.

COMPOSITION

1. The Committee will be composed of at least 3 directors, each of whom shall be independent in accordance with guidelines established by the Board and such additional regulatory or listing requirements as the Board may determine to be applicable or appropriate. A quorum will be a majority of the Committee members.
2. The members of the Committee shall be appointed by the Board each year following the annual general meeting, based upon the recommendations of the Committee. The Board shall appoint one of the members of the Committee as chairperson. The Board may replace or remove any member of the Committee at any time.

MEETINGS AND REPORTING

1. The Committee shall meet at the call of the chair, two or more members of the Committee or the Chairman of the Board. Officers, other employees and consultants to the Committee shall attend meetings at the invitation of the chair. Any director not a member of the Committee may attend a Committee meeting on a non-voting basis. The Committee reserves the right in its discretion to meet in executive session.
2. The Committee shall only act on the affirmative vote of a majority of members at a meeting in person or by telephone conference call. The Committee may also act by unanimous written consent in lieu of a meeting.
3. The Secretary of the Company shall be the secretary to the Committee unless the Committee designates otherwise.
4. The chair of the Committee shall report regularly to the Board on the Committee's activities, findings and recommendations. Minutes of all meetings shall be made available to the Board, and all information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board upon request to the chair.

AUTHORITY AND RESOURCES

The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate and to approve the fees and expenses of such advisors. Without limiting the foregoing, the Committee shall have the sole authority to retain and terminate a search firm to assist in identifying suitable board candidates and any consultant used by the Committee to evaluate non-employee director compensation. The Company will provide the Committee adequate funds to cover fees and other costs incurred in carrying out its duties and responsibilities.

Approved by the Board of Directors on November 11, 2009.