

HOUSTON AMERICAN ENERGY CORP.

Compensation Committee Charter (Adopted June 11, 2013)

PURPOSE

The role of the committee is to establish and oversee the compensation policies and practices of Houston American Energy Corp. on behalf of the Board of Directors. The committee will discharge the duties of the Board of Directors, to the extent delegated to the committee, and approve or make recommendations to the Board of Directors, with respect to compensation of the Company's executives. The committee will produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission (the "SEC") and any exchange on which the Company's stock is then listed. The committee does not have any authority with regard to the compensation arrangements for members of the Board of Directors who are not employees, which arrangements must be authorized by the Board of Directors but may provide input regarding compensation arrangements for non-employee members of the Board of Directors.

MEMBERSHIP

The Compensation Committee shall consist of at least three members. Members of the committee are appointed by the Board of Directors from time to time and may be removed by the Board of Directors at any time. Each member of the committee shall be an "independent director" as determined by the Board of Directors in accordance with the applicable rules of the SEC and any exchange on which the Company's securities. All committee members shall also be "non-employee directors" as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and "outside directors" as defined by Section 162(m) of the Internal Revenue Code. Committee members shall be chosen based on their competence and ability to add substance to the deliberations of the committee.

Compensation Committee members shall devote sufficient attention to their duties to enable them to fully understand the environment in which the Company's compensation program operates as well as to understand and apply principles of competitive compensation practice. The Chairperson shall be responsible for making regular reports to the Board of Directors.

MEETINGS

The committee will meet at least annually, with authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via tele- or video-conference. The committee will invite members of management, consultants or others to attend meetings and provide pertinent information, as necessary; provided, however, that the CEO may not be present at any meeting where voting or deliberations take place with respect to the CEO's compensation. It will meet separately, periodically, with management. It will also meet periodically in executive session. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives after giving due consideration to the input of the Board, and provide a report thereon to the Board.
- Annually review and recommend to the Board all compensation arrangements, including base salary, incentive compensation and long-term compensation, for the CEO. The independent members of the Board have the sole responsibility for approving such compensation arrangements. In recommending long-term incentive compensation of the CEO, the Committee will consider the Company's performance, relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
- Annually review and approve all compensation arrangements, including base salary, incentive compensation and long-term incentive compensation, for all officers of the company (other than the CEO) who are subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934. The committee shall approve the date of any equity-based or equity-related awards to Section 16 Officers.
- Annually review and determine the senior management compensation structure, approve any material proposed changes in the senior management incentive compensation programs, and approve any senior management compensation arrangements other than salary and short and long term incentive awards.
- Administer the Company's long term incentive plans, including the 2005 Stock Option Plan, and select employees to whom awards will be granted, determine the types of awards, and the number of shares covered, set the date, terms, conditions and provisions of such awards and cancel or suspend awards.
- The committee may choose to make adjustments to the short term or long term incentive plans targets or awards to eliminate the effect of certain unplanned events, accounting adjustments, or extraordinary items. Adjustments, if any, are intended to ensure that award payments reflect the operating results of the Company and are not inflated or deflated artificially.
- Review all proposed new employee benefit plans, trusts and insurance agreements maintained by the Company for its employees (the "Plans"), the termination of, actions to be taken under or changes in the Plans (authority over which has not been delegated by the Board of Directors to Company officers or committees of such officers) and approve presentation of such proposals to the Board of Directors.
- The CEO shall annually review with the committee the senior management succession arrangements in order to ensure there is a sufficient pool of qualified internal candidates to fill senior management positions.

- Make recommendations to the Board of Directors with respect to matters relating to incentive compensation and equity- based plans that are appropriate for action by the Board of Directors under applicable SEC and exchange rules.
- Monitor the disclosure regarding compensation matters in the Company's proxy statement.
- Regularly report to the Board on the committee's activities.

DELEGATION

The committee may delegate its duties and responsibilities to a subcommittee consisting of one or more members of the committee, or to senior officers of the Company. Any delegation may be made only to the extent permitted by SEC rules, exchange rules and applicable law. The committee may not, however, delegate any of its duties and responsibilities with regard to (i) compensation arrangements, including salary and short term and long term incentive awards, with respect to the Chief Executive Officer and any Section 16 Officer, or (ii) the Company's annual proxy statement.

COMPENSATION CONSULTANTS

The committee shall have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including (i) whether the adviser or its employer provides other services to the Company, (ii) the amount of fees the adviser, or its employer, receives from the Company, (iii) the conflict of interest policies and procedures of the adviser or its employer, (iv) any business or personal relationship between the adviser and a member of the committee, (v) any stock of the listed company owned by the adviser, (vi) any business or personal relationship between the adviser or its employer with an executive officer of the Company, and (viii) such other factors as may be specified in Section 303A.05(c) of the NYSE Listed Company Manual. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the committee, for payment of reasonable compensation to any adviser retained by the committee.

ANNUAL PERFORMANCE EVALUATION

The committee shall conduct an annual review of the committee's performance, periodically assess the adequacy of its charter and recommend changes to the Board as needed.