

ZAZA ENERGY CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of ZaZa Energy Corporation (the “Company”) shall carry out the responsibilities of the nominating committee established in that certain Stockholders’ Agreement, dated August 9, 2011, between the Company, Blackstone Oil & Gas, LLC, Omega Energy Corp. and Lara Energy, Inc. (as may be amended from time to time, the “Stockholders’ Agreement”) and Article Five of the Company’s Amended and Restated Bylaws. In addition, and subject to the limitations and requirements contained in the Stockholders Agreement, the Committee’s purposes are also to:

- Identify and assess persons qualified to become members of the Board of Directors (the “Board”).
- Recommend to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders.
- Recommend to the Board persons to fill Board and committee vacancies.
- Develop and recommend to the Board a set of corporate governance principles and make other recommendations to the Board relative to corporate governance issues.

AUTHORITY AND RESOURCES

The Committee shall have the sole authority to select, retain and terminate any search firm engaged to assist in identifying director candidates and to approve the search firm’s fees and other retention terms. In addition, the Committee may engage outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its responsibilities hereunder. The Company shall pay to any search firm or outside legal or other advisor retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee.

ORGANIZATION

Until the third anniversary of the consummation of the transactions contemplated by the Agreement and Plan of Merger and Contribution, dated as of August 9, 2011, as amended, by and among Treador Resources Corporation, ZaZa Energy, LLC, the Company and Thor Merger Sub Corporation (the “Stockholders’ Agreement Term”), the Committee shall consist of three directors, and thereafter the Committee shall consist of at least three directors. During the Stockholders’ Agreement Term, the Committee shall consist of one director selected by a majority of all Group 1 Directors (as defined in the Stockholders’ Agreement) who shall at all times be independent in accordance with the NASDAQ Stock Market Marketplace Rules and two directors who have been selected by a majority of all Group 2 Directors (as defined in the Stockholders’ Agreement and, to the extent required by the NASDAQ Stock Market Marketplace Rules, shall also be independent in accordance with those rules). After the Stockholders’ Agreement

Term, (a) all of the Committee members shall at all times be independent in accordance with the NASDAQ Stock Market Marketplace rules; (b) each member of the Committee shall be elected by the Board and shall serve until the expiration of such member's term or until such member's earlier resignation, retirement or removal; and (c) the members of the Committee will be appointed by, and may be replaced by, the Board. Notwithstanding anything herein to the contrary, during the Stockholders Agreement Term, all appointments and removals of Committee members by the Board will be carried out in accordance with the Stockholders Agreement.

MEETINGS

If no Chairman has been designated by the Board, the Committee members may designate a Chairman by a majority vote of the full Committee membership. The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than four times each year, and shall report to the Board at the next meeting following each such Committee meeting regarding any issues of which the Board should be made aware. A majority of the Committee members shall constitute a quorum for the conduct of business at Committee meetings. The affirmative vote of a majority of the Committee members is necessary for the adoption of any resolution. The Committee may invite the Chairman of the Board, the Chief Executive Officer or others to attend all or a portion of its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

RESPONSIBILITIES

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time, provided, however, that, to the extent that the Stockholders' Agreement sets forth procedures governing the nomination of directors to the Board and any committees thereof, during the Stockholders' Agreement Term, the Committee shall act in accordance with the provisions of such Stockholders' Agreement in selecting and nominating directors:

1. Recommend Criteria for Selection of Directors. The Committee shall periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Committee.

2. Identify Director Candidates. The Committee shall identify, recruit and recommend to the Board candidates for Board membership that the Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Committee and in accordance with the Stockholders' Agreement. The Committee shall recommend the nominees designated by the Majority ZaZa Members (as defined in the Stockholders' Agreement) to the extent required by the Stockholders' Agreement. After the Stockholders' Agreement Term, the Committee shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.

3. Recommend Director Candidates and Fill Vacancies. The Committee shall recommend to the Board a slate of director nominees for election or reelection at each annual meeting of stockholders. The Committee shall also propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, changes to committee compositions, or the expansion of the Board or committee, except that, during Stockholders' Agreement Term, to the extent that the Majority ZaZa Members have the right to designate the replacement for such vacancy in accordance with the Stockholders' Agreement, then such replacement shall be nominated by the Majority ZaZa Members and not by the Committee.

4. Review Changed Circumstances of Directors. The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications, or availability.

5. Develop Corporate Governance Principles. The Committee shall develop and recommend to the Board a set of corporate governance principles, periodically review and reassess the adequacy of the corporate governance principles, and recommend to the Board any changes deemed appropriate.

6. Evaluate Shareholder Proposals. The Committee shall evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance or that relate to matters over which another independent Board committee does not have expertise.

7. Review Committee Charter. The Committee shall review and reassess the adequacy of this Charter at least once every year, provided that, during the Stockholders' Agreement Term, this Charter shall not contain terms inconsistent with the Stockholders' Agreement.

8. Provide Information for Evaluation. The Committee shall provide information to the Board that may be relevant to the Board's annual evaluation of the Committee's performance and effectiveness.