



GEOPARK LIMITED
(the “Company”)

DISCLOSURE COMMITTEE CHARTER

This Disclosure Committee Charter has been adopted by the Board of Directors (the “**Board**”) of the Company.

Purpose and Scope

The Disclosure Committee is a committee created by the Board of Directors to assist the Company in implementing its policy that all disclosures made by the Company to its security holders or the investment community should be accurate and complete and fairly present the Company's financial condition and results of operations in all material respects, and should be made on a timely basis as required by applicable laws and stock exchange requirements. The Disclosure Committee will facilitate coordination among management and between departments in the preparation of publicly distributed materials.

Membership

The Disclosure Committee shall initially consist of the Chief Executive Officer, Chief Financial Officer (together, the “**Senior Officers**”), Director of Capital Market and certain business unit officers from time to time, as the case may be. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers. Notwithstanding the foregoing, the Senior Officers may, at their option and at any time, assume any or all of the responsibilities of the Disclosure Committee identified in this charter, including, for example, approving Disclosure Statements when time does not permit the full Disclosure Committee to meet.

The Disclosure Committee may designate two or more members (together, the “**Committee Experts**”), at least one of whom shall be knowledgeable about financial reporting and at least one of whom shall be knowledgeable about Securities and Exchange Commission (“**SEC**”) rules and regulations with respect to disclosure, who can, acting together, approve (i) periodic reports, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's security holders, (iii) correspondence broadly disseminated to shareholders and all presentations to analysts and the investment community and (iv) presentations to rating agencies and lenders (collectively, the “**Disclosure Statements**”) (other than the Company's Annual Report on Form 20-F which must be approved by all Committee members and each Periodic Report on Form 6-K that includes interim financial reports (collectively, the “**periodic reports**”) which must be approved by the Committee Experts and the Chief Financial Officer) when time does not permit the full Disclosure Committee to meet.

One member of the Disclosure Committee shall be appointed by the Board of Directors as chairman. The chairman shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this charter or the Disclosure Committee's procedures shall be determined by any Senior Officer or, in their absence from any meeting, the chairman.

Responsibilities

The Disclosure Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

Disclosure Controls

- Design and establish controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that (1) information required by the Company to be disclosed to the SEC and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (2) information is accumulated and communicated to the Management Board, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure ("**Disclosure Controls**").
- Monitor the integrity and effectiveness of the Company's Disclosure Controls.
- Review and supervise the preparation of the Company's Disclosure Statements and review any financial information contained in the Company's corporate and investor relations websites that has not been filed previously with the SEC.
- Discuss with the Senior Officers all relevant information with respect to the Disclosure Committee's proceedings, the preparation of the Disclosure Statements and the Disclosure Committee's evaluation of the effectiveness of the Company's Disclosure Controls.
- Undertake such other tasks and responsibilities as the Senior Officers may assign to it from time to time.

Reporting

- Report annually to the Board of Directors on the effectiveness of the Company's Disclosure Controls and other matters, as appropriate.
- Review this charter annually and recommend any proposed changes to the Board of Directors for approval.

Authority

In discharging its duties, the Disclosure Committee shall have full access to all Company books, records, facilities, and personnel, including the internal auditors.

Procedures

The Disclosure Committee shall meet with the Senior Officers and submit for their approval an initial set of Disclosure Controls, including policies and procedures of the Disclosure Committee, as well as policies and procedures to test the effectiveness of the Disclosure Controls.

The Disclosure Committee shall meet as frequently as circumstances dictate to (i) ensure the accuracy and completeness of the Disclosure Statements and (ii) evaluate the Disclosure Controls and determine whether any changes to the Disclosure Controls are necessary or advisable in connection with

the preparation of the Company's upcoming reports or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company's organization and business lines and any change in economic or industry conditions.

Commencement

This Charter shall be in force from the pricing of the Company's initial public offering of its common shares in the United States.

Signed by:

Dated.....2015