

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Brigham Exploration Company (the “Company”) shall be to oversee the Company’s executive compensation, oversee and administer the Company’s incentive plans, and to act on specific matters within its delegated authority, as determined by the Board from time to time.

Committee Membership

The Compensation Committee shall be comprised of three or more directors as determined by resolution of the Board, and in accordance with any independence requirements imposed by law, regulation or The NASDAQ National Market, Inc. Marketplace Rules (the “NASDAQ Marketplace Rules”), if and as applicable. Each member of the Compensation Committee shall be a “non-employee director” within the meaning of Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934, as amended, and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, as defined by Treasury Regulation 1.162-27(e)(3)(i).

The members of the Compensation Committee shall be elected by the Board to serve until their successors shall be duly elected and qualified. Unless the Board elects a Chair to the Compensation Committee, a Chair may be designated by a majority vote of the full Compensation Committee. Any vacancy on the Compensation Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by resolution of the Board. No member of the Compensation Committee shall be removed except by majority vote of the Board.

Meetings

The Compensation Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter. The Compensation Committee shall meet at least twice a year and as often as it determines appropriate and may hold special meetings as circumstances require. A majority of the Compensation Committee members participating in a meeting shall constitute a quorum. Minutes shall be kept for each meeting of the Compensation Committee.

Committee Authority and Responsibilities

The Compensation Committee shall have the following responsibilities:

1. The Compensation Committee shall review and approve on at least an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer (“CEO”). The Compensation Committee shall evaluate at least once a year the CEO’s performance in light of these established goals and

objectives and based upon these evaluations shall recommend to the Board the CEO's annual compensation, including salary, bonus, incentive and equity compensation. The CEO shall not be present during such evaluation.

2. The Compensation Committee shall review and approve on at least an annual basis the evaluation process and compensation structure for the Company's executive officers. The Compensation Committee shall evaluate the performance of the executive officers of the Company and shall recommend to the Board the annual compensation, including salary, bonus, incentive and equity compensation, for such officers. Unless otherwise determined by the Compensation Committee, the CEO may be present during discussions evaluating and setting the compensation levels of the Company's executive officers except himself but may not vote on such deliberations.
3. The Compensation Committee shall review the Company's incentive compensation and other stock-based plans and recommend new plans and changes in existing plans to the Board as needed. The Compensation Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
4. The Compensation Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable laws, rules and regulations.
5. The Compensation Committee shall engage and determine funding for such independent professional advisers and counsel, as the Compensation Committee determines are appropriate to carry out its functions hereunder, the cost of which shall be borne by the Company.
6. The Compensation Committee shall review such other matters within the scope of its responsibilities as the Compensation Committee shall determine from time to time, and make such recommendations to the Board with respect thereto as the Compensation Committee deems appropriate.
7. The Compensation Committee and the Board shall review and reassess periodically, as required, the adequacy of this Charter and make appropriate changes.
8. The Compensation Committee shall perform such other duties as may be assigned it by the Board.