

BRIGHAM EXPLORATION COMPANY
CORPORATE GOVERNANCE GUIDELINES

Effective as of March 30, 2006

The Board of Directors (the “Board”) of Brigham Exploration Company (the “Company”) has adopted and/or amended these Corporate Governance Guidelines (these “Guidelines”) as of the date set forth above to assist the Board in exercising its responsibilities. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making, both at the Board and management level, with a view to enhancing long-term shareholder value. These Guidelines are not intended to change or interpret any federal or state law or regulation, or the certificate of incorporation or bylaws of the Company. These guidelines are subject to modification by the Board.

Director Qualifications

The Company intends that the Board will have a majority of directors who meet the criteria for independence required by the NASDAQ Marketplace rules. Nominees for directorship will be selected by the Nominations Committee in accordance with the policies and principles of its charter. Each Director should be chosen without regard to sex, race, religion or national origin.

A Director who experiences any change in circumstances that would effect his or her qualification as an independent director shall immediately advise and consult with the Board and/or the Nominations Committee.

Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company. The Board, however, may waive this policy in individual cases.

No Director may serve on more than five other public company boards or on the audit committees for more than three other public companies unless otherwise required by an outstanding agreement between a third party and the Company, or the other members of the board unanimously agree that due to special circumstances it is in the best interest of the Company that such person serve on the Board of Directors. Directors should discuss his or her plans with the Board and/or the Nominations Committee in advance of accepting an invitation to serve on another public company’s board.

The Board does not believe it should establish term limits for its Directors. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over time, increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole.

Director Criteria

Directors should demonstrate the following criteria:

- Each Director should bring to the Company a range of experience, knowledge and judgment, acting in the best interests of the Company as a whole, and not a particular constituency.
- Each Director should act with integrity and be committed to the Company, its business plans and long-term shareholder value.
- Each Director should be free from any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the Director.
- Each Director should possess substantial and significant business experience in areas of expertise that would be important to the Company and be able to exercise sound business judgment.
- Each Director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a Director.

Director Responsibilities

The business and affairs of the Company shall be under the general direction of the Board. The main responsibility of the Directors is to exercise their judgment and act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, Directors should be entitled to rely on the expertise, honesty and integrity of the Company's senior executives and any outside advisors or independent auditors retained by the Board or any of its committees. Each Director will comply with the Company's Code of Ethics.

The Chairman of the Board shall chair all meeting of the Board. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and to meet as frequently as necessary to properly discharge their duties. Directors are also expected to attend the Company's annual meeting of shareholders.

Directors shall be entitled to: (a) have the Company purchase reasonable directors' and officers' liability insurance on their behalf; (b) the benefits of indemnification to the fullest extent permitted by law and the Company's certificate of incorporation and bylaws; and (c) exculpation as provided by state law and the Company's certificate of incorporation.

The Board has no policy requiring that the offices of Chairman and CEO be held by a different person. The Board believes that this issue is best addressed from time to

time by the Board under the totality of the circumstances, based on factors deemed relevant by the Board, from time to time.

The Chairman will establish the agenda for each Board meeting. Each Director is free to suggest the inclusion of other items on the agenda. Each Director is free to raise, at any Board meeting, subjects that are not on the agenda for that meeting. Where practicable, the agenda and any pertinent information regarding recommendations for action by the Board should be made available to the Board a reasonable period of time before the meeting. The Secretary of the Company shall record minutes of all meetings of the Board and shareholders.

Board Committees

The Board has three standing committees: (a) an Audit Committee; (b) a Compensation Committee; and (c) a Nominations Committee. Members of the committees are appointed by the Board in accordance with criteria established by the SEC or the NASDAQ Marketplace rules or as contained in the respective charters of the committees, the Company's bylaws, and with consideration of the individual desires of the Directors. The Board, from time to time, may establish additional standing or ad hoc committees, as necessary or appropriate. Members of the standing committees will meet the independence requirements of applicable law, the Company's bylaws, and the applicable committee charter.

Each Committee will have its own charter. The Charters will comply with all applicable SEC or NASDAQ Marketplace rules. The chair of each committee, in consultation with the Committee members, will determine the frequency of the Committee meetings consistent with any requirements set forth in the Committee's charter. The chair of each Committee will work with management in the development of agendas for Committee meetings. Committee members and other Directors may suggest additional matters to the agenda for any committee meeting upon reasonable notice to the committee chairperson.

Director Compensation

The Board will periodically review Director compensation (including additional compensation to members of committees) to insure that it is reasonable and competitive with companies that are similarly situated. To more closely align the interests of Directors and the Company's shareholders, a portion of the Directors' fees may be paid in the form of Company equity. A Director who is also an officer of the Company shall not receive additional compensation for service as a Director.

Executive Compensation

The Compensation Committee shall be responsible for the design and administration of the Company's compensation plans and policies that support the Company's business strategy and long-term goals, particularly the creation of shareholder

value, and to develop talented executives and employees and motivate them to work for the long-term advantage of the Company.