

**APPROACH RESOURCES INC.  
LEAD INDEPENDENT DIRECTOR CHARTER**

Adopted as of November 4, 2014

**Article I. Appointment**

If the offices of Chairman of the Board (“Chairman”) and Chief Executive Officer (“CEO”) are held by the same person, the independent members of the Board of Directors (the “Independent Directors”) of Approach Resources Inc. (the “Company”) will annually elect with a majority vote an independent director to serve in a lead capacity (the “Lead Independent Director”). Although elected annually, the Lead Independent Director is expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the Independent Directors.

For purposes of this Lead Independent Director Charter (this “Charter”), “independent” means meeting the requirements for independent directors under NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

**Article II. Purpose and Duties**

The purpose of the Lead Independent Director shall be to coordinate the activities of the other Independent Directors and perform such other duties and responsibilities as the Board of Directors of the Company (the “Board”) or the Nominating and Corporate Governance Committee of the Board (the “Governance Committee”) may determine. The Lead Independent Director shall have the following powers and responsibilities:

1. The Lead Independent Director shall preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the Independent Directors.
2. The Lead Independent Director shall serve as the principal liaison between the Chairman and the Independent Directors.
3. The Lead Independent Director shall approve all information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information.
4. The Lead Independent Director shall approve meeting agendas for the Board.
5. The Lead Independent Director shall approve the frequency of Board meetings and Board meeting schedules, assuring there is sufficient time for discussion of all agenda items.
6. The Lead Independent Director shall have the authority to call meetings of the Independent Directors.
7. The Lead Independent Director shall ensure that he or she is available for consultation and direct communication with major stockholders upon request.

8. Upon delegation of authority from the Governance Committee, the Lead Independent Director shall oversee the development, recommendation and implementation of a process for the assessment of the effectiveness of the Board, each committee and the Board members, and administer such assessments as often as determined by the Board.
9. The Lead Independent Director, in consultation with the other Independent Directors, shall review and reassess on at least an annual basis the adequacy of this Charter and recommend to the Board for approval any modifications or changes.

**Article III. Authority**

The Lead Independent Director shall have the authority to retain outside advisors and consultants who report directly to the Board on Board-wide issues.

**Article IV. Compensation**

The Lead Independent Director shall receive additional compensation as determined from time to time by the Board of Directors, upon recommendation of the Compensation Committee.