

GRANITE RIDGE RESOURCES, INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of October 24, 2022)

The Board of Directors (the “*Board*”) of Granite Ridge Resources, Inc. (the “*Company*”) has established the Audit Committee of the Board (the “*Committee*”) with authority, responsibility, and specific duties as described in this Audit Committee Charter (this “*Charter*”).

I. Purposes

The purposes of the Committee are to:

- A. Assist the Board in overseeing the accounting and financial reporting processes of the Company and audits of the Company’s financial statements;
- B. Assist the Board in fulfilling its oversight responsibilities regarding the:
 - Integrity of the Company’s financial statements;
 - Company’s compliance with legal and regulatory requirements;
 - Qualifications, independence, and performance of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company (the “*independent registered public accounting firm*”); and
 - Design and implementation of the Company’s internal audit function;
- C. Annually, prepare an Audit Committee Report and publish the report in the Company’s proxy statement for its annual meeting of stockholders, in accordance with applicable rules and regulations; and
- D. Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

The Committee must consist of not less than three (3) members of the Board. All members of the Committee must be “independent” as defined by Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 (the “*Exchange Act*”), the rules of the Securities and Exchange Commission (the “*SEC*”), and the listing requirements of the New York Stock Exchange (the “*NYSE*”). Each member of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee must have

accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. Unless otherwise determined by the Board (in which case, to the extent required by the Exchange Act and rules promulgated thereunder, disclosure of such determination shall be made in the Company's annual report filed with the SEC), at least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K.

No Committee member may simultaneously serve on the Audit Committees of more than two other public companies unless the Board determines in advance that such simultaneous service does not impair the member's ability to effectively serve on the Company's Audit Committee. Notwithstanding the foregoing membership requirements, and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman will be selected annually by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee has the authority to:

1. Conduct or authorize investigations into any matter, including, but not limited to, complaints relating to accounting, internal accounting controls, or auditing matters, within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee, or advisor of the Company (including, without limitation, any employees of Grey Rock Administration, LLC ("**Grey Rock**") providing services to the Company pursuant to that certain Management Services Agreement by and between Grey Rock and the Company) to meet with the Committee or any advisors engaged by the Committee.
2. Retain and determine funding for legal counsel, accounting experts, reserves experts, and other advisors, including the sole authority to appoint or replace the independent registered public accounting firm, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation

to the independent registered public accounting firm; (b) compensation to any independent qualified reserves evaluator or auditor engaged for the purpose of rendering or issuing a reserves report or performing other audit, review, or attest services for the Company with respect to the Company's oil and gas reserves; (c) compensation to any advisors engaged by the Committee; and (d) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. Delegate to its Chairman, any one of its members, or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances and consistent with applicable law. However, subcommittees shall not have the authority to engage independent legal counsel, accounting experts, or other advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and regularly report to the Committee.

B. *Responsibilities*

The Committee's is responsible for oversight of the following matters.

Interaction with the Independent Registered Public Accounting Firm

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention, and oversight of the work of the Company's independent registered public accounting firm. The Committee and the independent registered accounting firm will discuss the firm's responsibilities and the responsibilities of management in the audit process. The independent registered public accounting firm will report directly to the Committee, and the Committee will routinely review such firm's performance. In addition, the Committee will oversee the resolution of any disagreements between the Company's management and the independent registered public accounting firm regarding financial reporting.
2. *Pre-Approval of Services.* Before the independent registered public accounting firm is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee must pre-approve the engagement. The Committee may establish pre-approval policies and procedures for the approval of audit and permitted non-audit services, and preapproval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to such pre-approval policies and procedures established by the Committee in compliance with applicable SEC rules. The Chairman of the Committee has the authority to grant pre-approvals, provided such approvals are within the pre-approval policy and presented to the Committee at a subsequent meeting.
3. *Independence of Registered Public Accounting Firm.* The Committee will, at least annually, review the independence and quality control procedures

of the independent registered public accounting firm and the experience and qualifications of the independent registered public accounting firm's senior personnel that are providing audit services to the Company. The Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board. In conducting its review, the Committee will:

- a) Obtain and review a report prepared by the independent registered public accounting firm describing (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, involving one or more independent audits carried out by the firm, and any steps taken to address and respond to any such issues.
- b) Discuss with representatives of the independent registered public accounting firm its independence from the Company and obtain and review a written statement prepared by the independent registered public accounting firm describing all relationships between the independent registered public accounting firm and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board (the "*PCAOB*") regarding the independent registered public accounting firm's communications with the Committee concerning independence and consider the impact that any relationships, including any relationships between the independent registered public accounting firm and members of the Company's management, or services may have on the objectivity and independence of the independent registered public accounting firm.
- c) If applicable, consider whether the provision by the independent registered public accounting firm of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the independent registered public accounting firm.
- d) Confirm with the independent registered public accounting firm that the firm is in compliance with the partner rotation requirements established by the SEC.
- e) Consider whether, in order to assure continuing independence of the independent registered public accounting firm, it is appropriate to adopt a policy of rotating the independent registered public accounting firm on a regular basis.

- f) Review and evaluate the lead partner of the independent registered public accounting firm.

Annual Financial Statements and Annual Audit

1. *Meetings with Management, the Independent Registered Public Accounting Firm and Specific Personnel.* The Committee will:

- a) Meet with management, the independent registered public accounting firm, and the personnel primarily responsible for the design and implementation of the Company's internal audit function in connection with each annual audit to discuss the scope of the audit, the procedures to be followed, and the staffing of the audit.
- b) Review and discuss with management and the independent registered public accounting firm: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies and any fraud involving management or other employees with a significant role in such internal controls; (ii) any analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative treatments of financial information within United States generally accepted accounting principles ("*GAAP*") on the Company's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- c) Review and discuss with management and the independent registered public accounting firm the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed with the SEC.

2. *Separate Meetings with the Independent Registered Public Accounting Firm.* The Committee will:

- a) Review with the independent registered public accounting firm any problems or difficulties the independent registered public

accounting firm may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent registered public accounting firm are: (i) any accounting adjustments that were noted or proposed by the independent registered public accounting firm but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent registered public accounting firm's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent registered public accounting firm to the Company. The Committee will obtain from the independent registered public accounting firm assurances that Section 10A(b) of the Exchange Act has not been implicated. The review should also include discussion of the design and implementation of the Company's internal audit function, including the responsibilities, budget, and staffing of the Company's internal audit function.

- b) Discuss with the independent registered public accounting firm the report that such firm is required to make to the Committee regarding:
 - (i) all accounting policies and practices to be used that the independent registered public accounting firm identifies as critical;
 - (ii) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed among management and the independent registered public accounting firm, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; and
 - (iii) all other material written communications between the independent registered public accounting firm and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting, the independent registered public accounting firm's engagement letter, the independent registered public accounting firm's independence letter, schedule of unadjusted audit differences and a listing of adjustments and classifications not recorded, if any.

- c) Discuss with the independent registered public accounting firm any other matters required to be discussed by applicable auditing standards and other applicable requirements of the PCAOB and the SEC.

- d) Request the independent registered public accounting firm to provide relevant information about any PCAOB inspections into the audit of the Company.
3. *Recommendation to Include Financial Statements in Annual Report.* The Committee will, based on the review and discussions in paragraphs 1(c) and 2(c) of this “Annual Financial Statements and Annual Audit” Section, and based on the disclosures received from the independent registered public accounting firm regarding its independence and discussions with representatives of the firm regarding such independence pursuant to subparagraph 3(b) of the “Interaction with the Independent Registered Public Accounting Firm” Section, determine whether to recommend to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year subject to the audit.

Quarterly Financial Statements

1. *Meetings with Management and the Independent Registered Public Accounting Firm.* The Committee will review and discuss the quarterly financial statements with management and the independent registered public accounting firm, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s quarterly report on Form 10-Q before the Form 10-Q is filed with the SEC.

Internal Audit

1. *Design and Implementation.* The Committee will review and approve the design and implementation of an internal audit function for the Company, including its purpose, organization, responsibilities, budget, and performance. The Committee will discuss with the Company’s independent auditors the Company management’s plans with respect to the responsibilities, budget, and staffing of the internal audit function and its plans for the implementation of the internal audit function.

Independent Reserve Engineers’ Report

1. The Committee shall review with management and the independent qualified reserves evaluator or auditor the estimates of the Company’s oil and gas reserves and any review or audit of such estimates of reserves.
2. The Committee shall review each appointment of one or more qualified reserves evaluators or auditors by the Company and, in the case of any proposed change in such appointment, determine the reasons for the proposal and whether there have been disputes between the appointed qualified reserves evaluator or auditor and management of the Company.

3. Before the Board approves the filing of reserves data and the report of the qualified reserves evaluators or auditors thereon pursuant to applicable securities laws, the Committee shall meet with management of the Company and each qualified reserves evaluator or auditor appointed by the Company to review the reserves data and the report of the qualified reserves evaluator or auditor thereon.
4. The Committee shall meet separately with the independent reserves' evaluator or auditor with reasonable frequency.

Other Powers and Responsibilities

1. The Committee will review and discuss with management and the independent registered public accounting firm the Company's earnings press releases (including the type of information to be included and its presentation, paying particular attention to any use of "pro forma," "adjusted" or other non-GAAP financial information), as well as financial information and earnings guidance provided to analysts and rating agencies, including the type of information to be disclosed and type of presentation to be made. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).
2. The Committee shall receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
3. The Committee will review and discuss with management and the independent registered public accounting firm any correspondence from or with regulators or governmental agencies, any employee complaints, or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies, or the design and implementation of the internal audit function.
4. The Committee will review and discuss with the Company's General Counsel or, if no such officer is then serving, outside counsel any legal and regulatory matters, including legal cases against or regulatory investigations of the Company, brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.
5. The Committee will meet separately with management on a periodic basis to discuss matters related to the Company's internal control over financial reporting and other matters related to the design and implementation of the Company's internal audit function.
6. The Committee will review and discuss with management and the independent registered public accounting firm the Company's report on internal control over financial reporting prior to filing the Company's Annual Report on Form 10-K.

7. The Committee will review and discuss with management the Company's guidelines and policies with respect to risk assessment and risk management. In addition, the Committee will discuss with management the Company's significant financial risk exposures and the actions management has taken to monitor and control such exposures.
8. The Committee has set clear hiring policies for employees or former employees of the Company's independent registered public accounting firm, set forth on Annex A hereto.
9. The Committee will establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company or of Grey Rock of concerns regarding questionable accounting or auditing matters.
10. The Committee will establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding potential violations of applicable laws, rules, and regulations or of the Company's codes, policies, and procedures. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company or of Grey Rock of concerns regarding questionable compliance matters.
11. The Committee will prepare for inclusion in the Company's proxy statement for its annual meeting of stockholders the report required by the rules of the SEC.
12. The Committee will review the Company's Corporate Code of Business Conduct and Ethics with the Compliance Officer designated in accordance with such Code, including any enforcement matters, at least annually.
13. The Committee will review the adequacy and succession planning of the Company's accounting and financial personnel at least annually.
14. The Committee will review disclosures by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein.

IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chairman, two or more members of the Committee, or any Chairman of the Board. In the event the Chairman is not present at a meeting, the Committee members present at the meeting will designate one such member as the Chair pro tempore of the meeting. The Committee will meet on at least a quarterly basis (prior to the filing of the

Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K with the SEC) and may meet more frequently as circumstances dictate. Meetings of the Committee may be in person, by unanimous written consent, by conference telephone or any other communications equipment by means of which all persons participating in the meeting can hear each other, in accordance with the Company's Bylaws. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisors and consultants, representatives of the Company's independent registered public accounting firm, the Company's personnel or Grey Rock's personnel primarily responsible for the design and implementation of the Company's internal audit function, any other financial personnel employed or retained by the Company or Grey Rock or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but they may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director who is not a member of the Committee.

- B. ***Quorum and Approval.*** A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. ***Rules.*** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chairman and designation of a secretary of the Committee at any meeting thereof.
- D. ***Reports.*** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board. These reports will include a discussion of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public accounting firm, management's activities in designing and implementing an internal audit function, or any other matter the Committee determines is necessary or advisable to report to the Board.
- E. ***Review of Charter.*** Each year, the Committee will review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

- F. **Performance Review.** Each year, the Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
- G. **Fees; Reimbursement of Expenses.** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

V. Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit, or for determining whether the Company's financial statements are complete and accurate and are in accordance with GAAP. These are the responsibilities of management and the independent registered public accounting firm.

In fulfilling their responsibilities hereunder, it is recognized members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

GRANITE RIDGE RESOURCES, INC.
GUIDELINES FOR HIRING EMPLOYEES OR FORMER
EMPLOYEES OF THE INDEPENDENT AUDITOR

The Audit Committee has adopted the following guidelines regarding the Company's hiring of its independent auditors' employees. For the purposes of these guidelines, the term "*independent auditors' employees*" includes any current or former partner, director, manager, staff, advising member, reviewing actuary, reviewing tax professional, and any other person having the responsibility for providing audit assurance to the independent auditors in any way for the certification of the Company's financial statements; provided, however, that no individual shall be considered an "*independent auditor employee*" if such individual is not the lead partner or engagement quality reviewer for the Company and such individual provided 10 or few hours of audit, review, or attest services related to the audit. Audit assurance includes all work that results in the expression of an opinion on financial statements. The purpose of these guidelines is to ensure that the Company does not take an employment action that would impair the independence of the independent auditor.

1. No member of the independent auditors' audit team that is auditing the Company can be hired by the Company or Grey Rock for a period of one year following such audit.
2. Without the approval of the Audit Committee, no former employee of the independent auditors may sign an SEC filing on behalf of the Company for five years following employment with the independent auditors.
3. Without the approval of the Audit Committee, no former employee of the independent auditor may be named an officer of the Company or Grey Rock for three years following employment by the independent auditors.
4. The Company will not employ any other individual whose employment by the Company or Grey Rock is prohibited by, or violates, the terms of the engagement letter signed by the Company with the independent auditor.
5. The Audit Committee must approve all executive level and higher hires from the independent auditors as well as any other employee hires from the independent auditors that might impair the independence of the independent auditors from the Company, including, without limitation, under Rule 2-01 of Regulation S-X.

The Audit Committee will review these guidelines periodically to evaluate whether any amendments are necessary to comply with applicable internal policies or any legal or regulatory requirements, including regulations of the SEC, the PCAOB, the NYSE and any other regulatory or self-regulatory bodies.