

ZION OIL & GAS, INC.
INVESTMENT COMMITTEE CHARTER

1. Purposes of the Investment Committee

The primary purposes of the Investment Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Zion Oil & Gas, Inc. (the “**Company**”) are to assist the Board in reviewing the Company’s investment policies, strategies, transactions and performance and in overseeing the Company’s capital and financial resources.

2. Committee Goals and Responsibilities

In order to carry out its mission and function, the Committee has the authority to perform the following:

- Establish with Board approval an Investment Policy Statement for the Company;
- Oversee investment policies, strategies and programs of the Company;
- Review the investment policies, strategies, and programs of the Company to ensure they are consistent with the goals and objectives of the Company;
- Determine that investment constraints are consistently followed and that procedures are in place to ensure that the investment portfolio is managed in compliance with the investment policy and applicable investment constraints;
- Delegate authority to management to execute investment transactions on behalf of the Company within policies and limits approved by the Committee and to approve investment transactions on behalf of the Company that exceed such delegated authority;
- Review the performance of the investment portfolios of the Company;
- Approve the Company’s investment policy, periodically review the policy, and make any necessary changes to the policy and guidelines, which changes will be reported to the Board;
- Annually evaluate the performance of the Committee and the adequacy of the Committee’s Charter and recommend any proposed changes to the Board for approval;
- Report its actions and recommendations to the Board at the next regularly scheduled Board meeting following any meeting of the Committee; and
- Perform any other activities consistent with this Charter, the Company Bylaws and governing law as the Board deems necessary or appropriate.

3. Investment Policy Statement

The goals of the Company’s “Investment Policy Statement” are (1) to set out the parameters for asset and investment management and oversight, (2) to insure the presence of operating funds, (3) to define policies for asset growth and protection and (4) to provide for scheduled, periodic reports and notifications to the Board and the Investment Committee.

4. Committee Membership

The Investment Committee will consist of members of the Board. The members of the Committee will be appointed by the Board and may be removed by the Board in its discretion. Members of the Committee will serve until their resignation, death, or removal by the Board or until their successors are appointed. The Board will designate one member of the Committee as Chairperson.

The Committee may form and delegate authority to subcommittees of one or more members of the Committee as determined by the Committee to be necessary or advisable.

5. Committee Meetings

Meetings of the Committee will be held as often as the Committee determines is appropriate to carry out its responsibilities. The Chairperson of the Committee, in consultation with other Committee members, will determine the frequency and length of the meetings and will set agendas consistent with this Charter. The Committee will report to the Board the results of its meetings. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar telecommunications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter; (b) any provision of the Bylaws or Certificate of Incorporation of the Company; or (c) the laws of the state of Delaware.

6. Authority to Engage Advisors

The Committee will have the authority, and will have appropriate funding from the Company, to retain such outside legal counsel, consultants, experts and other advisors as it deems appropriate for the fulfillment of its responsibilities. Any communication between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Adopted June 12, 2013