

TALOS ENERGY INC.
AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board of Directors (the “**Board**”) of Talos Energy Inc. (the “**Company**”) to (1) assist the Board in monitoring (a) the integrity of the financial statements of the Company; (b) the independent registered public accounting firm’s qualifications and independence; (c) the effectiveness and performance of the Company’s internal audit function and the independent registered public accounting firm; and (d) the compliance by the Company with associated legal and regulatory requirements; (2) annually prepare the report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement; and (3) perform such other functions as the Board may assign to the Audit Committee from time to time.

Committee Membership

The Audit Committee shall consist of no fewer than three members (including a Chairman). The members of the Audit Committee shall meet the independence requirements of the SEC and the New York Stock Exchange (the “**NYSE**”). Each member of the Audit Committee shall meet the experience requirements of the NYSE, and at least one member of the Audit Committee shall be an “audit committee financial expert” (as defined by applicable rules of the SEC). In addition, pursuant to the terms of that certain Stockholders’ Agreement, dated as of May 10, 2018, by and among the Company, AP Talos Energy LLC, AP Talos Energy Debtco LLC, AP Overseas Talos Holdings Partnership, LLC, AIF VII (AIV), L.P., ANRP DE Holdings, L.P., Riverstone Talos Energy Equityco LLC, Riverstone Talos Energy Debtco LLC and Riverstone V FT Corp Holdings, L.P. (the “**Stockholders’ Agreement**”), the Board of Directors shall only cause directors who qualify as Company Independent Directors (as defined in the Stockholders’ Agreement) to be appointed to or continue to serve on the Audit Committee. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies. Notwithstanding the foregoing membership requirements, no action of the Audit Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Audit Committee shall be appointed by the Board based on the recommendation of the Nominating & Governance Committee and will serve at the pleasure of the Board. Any vacancy on the Audit Committee will be filled by, and any member of the Audit Committee may be removed with or without cause 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 Audit Committee may designate a Chairman by majority vote of the Audit Committee members then in office. The Chairman shall maintain regular communication with the Company’s Chief Executive Officer, Chief Financial Officer, the lead partner of the independent registered public accounting firm and the internal auditor. If a member of the Audit Committee ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Audit Committee may, if so permitted under then applicable NYSE rules, continue until the earlier of the Company’s next annual meeting of stockholders or one year from the occurrence of the event that caused the failure to qualify as independent. The Board may designate one or more

independent directors as alternate members of the Audit Committee, who may replace any absent or disqualified member or members of the Audit Committee. In the event an alternate director is appointed to serve as a member of the Audit Committee in the absence or disqualification of a member of the Audit Committee, such alternate must be a Company Independent Director.

Each of the Nominating Stockholders (as defined in the Stockholders' Agreement) shall have the right to designate a director to serve as an observer on the Audit Committee (with the right to attend meetings and receive materials provided to members of such committee) for so long as such Nominating Stockholder has the right to designate at least one director for election to the Board pursuant to the Stockholders' Agreement. Notwithstanding the foregoing, a director designated as an observer may be excluded from any Audit Committee meeting or portion thereof, and the Company may withhold information from such director, if the Audit Committee determines in good faith, after consulting with counsel, that the director's attendance or access to such information would be reasonably likely to result in the loss of privilege with respect to legal advice or if the matter considered by the Audit Committee involves a Related Party Transaction (as defined in the Stockholders' Agreement) and the director is not a Disinterested Director (as defined in the Stockholders' Agreement) with respect thereto.

Committee Authority and Responsibilities

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

General

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 Audit Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Audit Committee or any advisors engaged by the Audit Committee.
2. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm) hired for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Audit Committee shall also have the sole authority to appoint or replace the independent registered public accounting firm (subject, if applicable, to stockholder ratification), and shall approve all audit and non-audit engagement fees and terms, including the scope of the proposed audit for each fiscal year, with the independent registered public accounting firm. The Audit Committee and the independent registered public 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 Audit Committee, and the Audit Committee will routinely review such firm's

performance. The Audit Committee shall consult with management but shall not delegate these responsibilities.

3. Before the independent registered public accounting firm is engaged by the Company or its subsidiaries to render audit or non-audit services, the Audit Committee shall preapprove the engagement. Audit Committee pre-approval of audit and non-audit services is not required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Audit Committee. The Chairman of the Audit Committee has the authority to grant pre-approvals, provided such approvals are within any pre-approval policy and presented to the Audit Committee at a subsequent meeting.
4. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain and determine funding for special legal, accounting or other consultants to advise the Audit Committee. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent registered public accounting firm to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee shall meet with management, the internal auditors and the independent registered public accounting firm in separate executive sessions at least quarterly. The Audit Committee may also, to the extent it deems necessary or appropriate, meet with the Company's investment bankers or financial analysts who follow the Company. The Company must provide for appropriate funding, as determined by the Audit Committee, for payment of (a) compensation to any independent registered public accounting firm engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any advisors employed by the Audit Committee; and (c) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
5. The Audit Committee shall make regular reports 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 associated legal or regulatory requirements, the performance and independence of the Company's independent registered public accounting firm, the performance of the Company's internal audit function or any other matter the Audit Committee determines is necessary or advisable to report to the Board.
6. The Audit Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
7. The Audit Committee shall annually review and evaluate the its own performance and submit itself to a review and evaluation by the Board.
8. The Audit Committee shall adopt policies and procedures governing the review, approval or ratification of transactions with related persons that would require disclosure under Item 404(a) of the Regulation S-K (each, a "***Related Person Transaction***"). The Audit Committee shall periodically review all Related Person Transactions in accordance with

such policies and procedures and make a recommendation to the Board regarding the initial authorization or ratification of any such transaction. In the event that the Board considers ratification of a Related Person Transaction and determines not to so ratify, management shall make all reasonable efforts to cancel or annul such transaction. All authorized or ratified Related Person Transactions shall be disclosed in the Company's applicable filings as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules. In determining whether or not to recommend the initial approval or ratification of a Related Person Transaction, the Audit Committee shall consider all of the relevant facts and circumstances available to the Audit Committee, including (if applicable) but not limited to: (a) whether there is an appropriate business justification for the transaction; (b) the benefits that accrue to the Company as a result of the transaction; (c) the terms available to unrelated third parties entering into similar transactions; (d) the impact of the transaction on a director's independence (in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, stockholder or executive officer); (e) the availability of other sources for comparable products or services; (f) whether it is a single transaction or a series of ongoing, related transactions; and (g) whether entering into the transaction would be consistent with the Company's Code of Business Conduct and Ethics. To the extent requested by the Board of Directors, the Audit Committee shall also review any additional transactions that are Related Party Transactions (as defined in the Stockholders' Agreement) for purposes of determining whether to approve the Related Party Transaction for purposes of Section 3.6 thereof.

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent registered public accounting firm the Company's annual audited financial statements prior to the filing of its Annual Report on Form 10-K, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.
2. Review and discuss with management and the independent registered public accounting firm the Company's quarterly financial statements prior to the filing of its Quarterly Report on Form 10-Q, including the results of the independent registered public accounting firm's review of the quarterly financial statements and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
3. Discuss with management and the independent registered public accounting firm (a) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls, any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting, (b) the development, selection and disclosure of critical accounting estimates, (c) analyses of the effect of alternative treatments of financial

information within GAAP on the Company's financial statements, (d) the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, and financial information and earnings guidance provided to analysts and rating agencies, and (e) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

4. Discuss with the independent registered public accounting firm the report that such firm is required to make to the Audit Committee regarding: (a) all accounting policies and practices to be used that the independent registered public accounting firm identifies as critical; (b) 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 (c) 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.
5. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
6. Discuss with the independent registered public accounting firm the matters required to be discussed by the independent registered public accounting firm with the Audit Committee under auditing standards established by the Public Company Accounting Oversight Board regarding communications with audit committees and under the rules and regulations of the SEC and other applicable authorities (as such standards and rules and regulations may be established or amended from time to time). In particular, the Audit Committee and independent registered public accounting firm shall review 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 Audit Committee should consider reviewing with the independent registered public accounting firm are: (a) any accounting adjustments that were noted or proposed by the independent registered public accounting firm but were "passed" (as immaterial or otherwise); (b) 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 (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent registered public accounting firm to the Company. The review should also include discussion of the responsibilities, budget and staffing of the Company's internal audit function.

7. Keep the independent registered public accounting firm informed of the Audit Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and review and discuss with the independent registered public accounting firm the independent registered accounting firm's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

Oversight of the Company's Relationship with the Independent Registered Public Accounting Firm

1. Review and evaluate the lead partner of the independent registered public accounting firm.
2. Review the experience and qualifications of the senior members of the independent registered public accounting firm's team.
3. Obtain and review a report from the independent registered public accounting firm at least annually describing (a) the independent registered public accounting firm's internal quality-control procedures, (b) any material issues raised by the most recent 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 respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent registered public accounting firm and the Company consistent with the applicable requirements of the Public Company Accounting Oversight Board regarding communications concerning independence. Evaluate the qualifications, performance and independence of the independent registered public accounting firm, including considering whether the independent registered public accounting firm's quality controls are adequate and the provision of technology or other non-audit services to the Company is compatible with maintaining the public accountant's independence, and taking into account the opinions of management and the internal auditor. The Audit Committee shall present its conclusions to the Board and, if so determined by the Audit Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the public accountant.
4. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent registered public accounting firm.
5. Meet with the independent registered public accounting firm prior to the audit to discuss the scope, procedures to be followed, budgeting and staffing of the audit.
6. Confirm with the independent registered public accounting firm that the firm is in compliance with the rotation of the lead audit partner having primary responsibility for the Company's audit and the audit partner responsible for reviewing the audit as required by law.

7. 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.
8. Oversee the resolution of any disagreements between the Company's management and the independent registered public accounting firm regarding financial reporting.

Oversight of the Company's Internal Audit Function

1. Review and advise the Board on the appointment and replacement of the Company's internal auditor.
2. Review and discuss with management and the internal auditor the significant reports to management prepared by the internal auditor and management's responses.
3. Discuss with the internal auditor its qualifications, responsibilities, budget and staffing, any recommended changes in the planned scope of the internal audit and any issues that the internal auditor believes warrant the Audit Committee's attention.
4. Review with the internal auditor any difficulties encountered by the internal auditor in the course of its audits, including any restrictions on the scope of its work or access to required information.

Compliance Oversight Responsibilities

1. Obtain from the independent registered public accounting firm assurance that Section 10A of the Securities Exchange Act of 1934, as amended, has not been implicated.
2. Obtain reports from management, the Company's internal auditor and the independent registered public accounting firm that the Company and its subsidiaries are in conformity with applicable legal requirements, laws and regulations, and the Company's Code of Business Conduct and Ethics.
3. Discuss with management and the independent registered public accounting firm any correspondence from or with regulators or governmental agencies, any employee complaints or published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
4. Discuss with the Company's General Counsel and/or outside counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
5. Request assurances from management, the independent registered public accounting firm and the Company's internal auditors that any foreign subsidiaries and/or foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

6. 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 Company's internal audit function.
7. Review and discuss with management and the independent registered public accounting firm management's report on internal control over financial reporting prior to filing the Company's Annual Report on Form 10-K.
8. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.
9. Establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
10. 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.
11. Establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable compliance matters.
12. Prepare for inclusion in the Company's proxy statement for its annual meeting of stockholders the report required by the rules of the SEC.
13. Review annually the adequacy and succession planning of the Company's accounting and financial personnel.
14. Review disclosures made to the Audit Committee 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 over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

Meetings and Operations

The Audit Committee shall meet as often as it determines is necessary or advisable, but not less frequently than quarterly, to enable it to fulfill its responsibilities. The Audit Committee shall meet at the call of its Chairman. The Audit Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws. Subject to the Company's Bylaws, the Audit Committee may act by unanimous written consent of all members in lieu of a meeting. The Audit Committee shall determine its own rules and procedures, including designation of a secretary. The secretary need not be a member of the Audit Committee and shall attend Audit Committee meetings and prepare minutes. The secretary or assistant secretary of the Company shall be the secretary of the Audit Committee unless the Audit Committee designates otherwise.

The Audit Committee may form and delegate to subcommittees when appropriate. However, subcommittees do not have the authority to engage independent legal counsel, accounting experts or other advisors unless expressly granted such authority by the Audit Committee. Each subcommittee will keep minutes and regularly report to the Audit Committee.

The Audit Committee may ask members of management, employees, outside counsel, the independent registered public accounting firm, internal auditors or others whose advice and counsel are relevant to the issues then being considered by the Audit Committee, to attend any meetings and to provide such pertinent information as the Audit Committee may request.

The Chairman of the Audit Committee shall be responsible for leadership of the Audit Committee, including preparing the agenda, presiding over Audit Committee meetings, making Audit Committee assignments and regularly reporting the Audit Committee's actions, including any significant issues or concerns that arise at meetings, to the Board.

As part of its responsibility to foster free and open communication, the Audit Committee shall meet periodically with management, the internal auditors and the independent registered public accounting firm in separate executive sessions.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent registered public accounting firm.

Posting Requirement

This Charter will be posted on the Company's website as required by applicable rules and regulations and will be available at the Company's offices in Houston, Texas. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders that a copy of this Charter is available on the Company's website and may be obtained by stockholders upon written request.

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While the members of the Audit Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Audit Committee members, 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 Audit Committee members on reports or other information provided by others.

Adopted as of May 10, 2018