

HYPERDYNAMICS CORPORATION
CORPORATE GOVERNANCE GUIDELINES
Adopted on June 21, 2011

The Board of Directors of Hyperdynamics Corporation (the “Board”) is responsible for oversight of the business and affairs of Hyperdynamics in the best interests of its stockholders. Acting on the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has approved the following guidelines that, along with the charters of the Board committees, provide the framework for the governance of Hyperdynamics. The Board believes sound corporate governance policies and practices provide an essential foundation for the Board in fulfilling its oversight responsibilities.

Role of Board and Management

Hyperdynamics’ business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (CEO) and the oversight of the Board, with the objective of enhancing the long-term value of Hyperdynamics for its stockholders. The Board is elected by the stockholders to oversee management and to assure that the interests of the stockholders are being served.

Board Composition, Qualifications and Independence

Number of Directors. The size of the Board should facilitate substantive discussions of the Board in which each director can participate meaningfully. The Board is not limited to a fixed number of directors. The Board will have a majority of directors who meet the independence criteria required by the New York Stock Exchange (“NYSE”).

Functions of 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 responsibilities. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review the materials in advance of the meeting.

Selection of the Chairman of the Board and Chief Executive Officer. The Board is free to select its Chairman and the Chief Executive Officer of Hyperdynamics in the manner it considers in the best interests of Hyperdynamics.

Nomination of Board Members. The Nominating and Corporate Governance Committee of the Board is responsible for leading the search for individuals qualified to serve on the Board. The Nominating and Corporate Governance Committee of the Board will evaluate candidates for nomination to the Board, including those recommended by stockholders, and will conduct appropriate inquiries into the backgrounds and qualifications of possible candidates. Based on these reviews, the Nominating and Corporate Governance Committee of the Board will make recommendations to the Board of director nominees to be presented for approval at meetings of the stockholders or to be presented to the Board for election.

Director Qualifications. The Board's objective is to select individuals with the skills and characteristics that taken together will assure a strong Board in identifying candidates to serve as directors of the corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention. In addition, the Board looks for recognized achievement and reputation, an ability to contribute to specific aspects of the corporation's activities and the willingness and ability to make the commitment of time and effort required, including attendance at all Board meetings and committee meetings of which he or she is a member.

Loans. Hyperdynamics will not make any personal loans or extensions of credit to directors or executive officers, to entities owned by directors or executive officers, or to entities for which a director or executive officer serves as an executive officer or trustee.

Director Orientation and Continuing Education. Newly elected board members will be provided with a director orientation session and continuing directors will be provided with continuing education opportunities related to the service and obligations of directors and committee members.

Retirement of Directors and Term Limits. The Board does not believe it should establish term limits or a mandatory retirement age, because experience as a director is a significant asset in providing effective oversight. Rather, the Nominating and Corporate Governance Committee will review the performance of Board members and make recommendations to the Board as to such director's continuation on the Board.

Board Committee and Structure

Committees of the Board. Hyperdynamics shall have at least the committees required by the NYSE, and the Board has established the following committees to assist it in discharging its responsibilities: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The Board also has a Government Relations Committee. The Nominating and Corporate Governance Committee will periodically review the charters of the committees and recommend to the Board the creation of additional committees or the elimination of committees of the Board. All members of these committees shall be independent directors, as determined by the Board pursuant to these guidelines. Each of these committees (other than the Government Relations Committee) must have a written charter satisfying the rules of the NYSE. Each committee chairman will give a periodic report of his or her committee's activities to the Board.

Board Leadership. The Board is led by the Chairman who will chair all Board meetings and set the meeting agenda in consultation with the Chief Executive Officer and other directors. Committee chairmen will chair their respective committee meetings and set the meeting agenda in consultation with the other committee members.

Interaction with Senior Management and Advisors. Board members have complete access to senior management and independent advisors of Hyperdynamics. The Board and its committees have the right at any time to retain independent outside financial, legal or other advisors.

Compensation

Evaluation and Compensation. The Compensation Committee will review and evaluate annually the performance of the CEO, and it will discuss its findings with the Board.

Management Succession. The Nominating and Corporate Governance Committee will oversee the management continuity planning process. In the event of a vacancy in the position of CEO, the committee shall be responsible for leading the search for individuals qualified to serve as CEO and recommending candidates to the Board.

Director Compensation. The Compensation Committee will review director compensation so that it is reasonable and competitive with companies that are similarly situated and make its recommendations to the Board. Board and committee compensation should reflect the considerable time and effort that directors must devote in carrying out their responsibilities. Management directors shall receive no additional compensation for Board service.