



Complaint Procedures for Suspected Improper Activities

Any vendor, customer or other third party having dealings with Carbon Natural Gas Company (the "Company") may submit a good faith complaint regarding improper activities believed to be engaged in by the Company, including accounting or auditing matters, to the management of the Company. The Company is committed to achieving compliance with all applicable laws and regulations, including securities laws, accounting standards, accounting controls and audit practices. The Company's Audit Committee will oversee treatment of concerns in this area.

In order to facilitate the reporting of complaints, the Company has established the procedures for the following matters: (1) the receipt, retention and treatment of complaints regarding suspected improper activities, including accounting, internal accounting controls, auditing matters, or violations of other laws and (2) the confidential, anonymous submission of concerns regarding these matters.

Receipt of Complaints

Persons with concerns regarding suspected improper activities may report their concerns to the hotline service.

(866) 804-5814

If you choose to give your name, we will keep that information confidential unless, as in the case of certain crimes, a law requires that any name you supply be provided to enforcement officials or a court.

Scope of Matters Covered by These Procedures

These procedures relate to complaints relating to any suspected questionable activities, including Accounting or auditing matters or violations of other laws, including, without limitation, the following:

- violations of the Company's Code of Conduct and Business Ethics or similar policies of vendors and others who do business with the Company;
 - fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
 - fraud or deliberate error in the recording and maintaining of financial records of the Company;
 - misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
 - deviation from full and fair reporting of the Company's financial condition;
- or
- violations of laws or regulations, including environmental, labor or securities laws



Treatment of Complaints

- Complaints will be reviewed under the Audit Committee direction, Internal Auditor (or other personnel performing the internal audit function) or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

Reporting and Retention of Complaints and Investigations

The Audit Committee will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.