



OTCQB Certification

I, David J. Sambrooks, Chief Executive Officer of Sabine Oil & Gas Corporation ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):

- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of April 8, 2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Timothy D. Yang
SVP, General Counsel & Corporate Secretary
Sabine Oil & Gas Corporation
1415 Louisiana Street, Suite 1600
Houston, TX 77002

Vinson & Elkins, LLP
1001 Fannin Street, Suite 2500
Houston, TX 77002-6760

Kirkland & Ellis LLP
600 Travis Street, Suite 3300
Houston, TX 77002

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Brunswick Group
140 East 45th Street, 30th Floor
New York, NY 10017

MacKenzie Partners Inc.
105 Madison Avenue
New York, NY 10016

Innisfree M&A Incorporated
501 Madison Avenue, 19th Floor
New York, NY 10022

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Sabine Investor Holdings, LLC	Houston, TX	50
Thomas N. Chewning	Houston, TX	.03
Alex T. Krueger	Houston, TX	.07
Patrick R. McDonald	Houston, TX	.07
Duane C. Radtke	Houston, TX	.07
Brooks M. Shughart	Houston, TX	.07
John Yearwood	Houston, TX	.07
David J. Sambrooks	Houston, TX	1.71

Date: April 29, 2015

Name of Certifying CEO or CFO: David J. Sambrooks

Title: Chairman, President and Chief Executive Officer

Signature: /s/ David J. Sambrooks

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

OTCQB Certification
Sabine Oil & Gas Corporation
As of April 8, 2015
Attachment

Name	Address (City and State only)	% Shares Owned
Cheryl R. Levesque	Houston, TX	.55
R. Todd Levesque	Houston, TX	.78
Michael D. Magilton, Jr.	Houston, TX	.28
Timothy D. Yang	Houston, TX	.48

The percent of shares owned in this table for directors and officers is based on 215,755,185 shares of common stock outstanding as of April 8, 2015, and with respect to Sabine Investor Holdings, assumes the issuance of 57,271,353 additional shares of common stock upon conversion shares of Sabine's Series A Preferred Stock held directly by Sabine Investor Holdings as described below.

As reported on a Schedule 13D filed on December 24, 2014, Sabine Investor Holdings, LLC ("Sabine Investor Holdings") is the direct holder of 79,241,916 shares, excluding any shares underlying Series A Preferred Stock, and 2,508,945 shares of Series A Preferred Stock. Sabine Investor Holdings also has shared voting and shared dispositive power with respect to 57,271,353 shares of Sabine's common stock (that may be deemed pursuant to Rule 13d-3(d)(1) to be beneficially owned by First Reserve GP XI, Inc.) issuable upon conversion of shares of Sabine's Series A Preferred Stock held directly by Sabine Investor Holdings. The Series A Preferred shares are convertible into Sabine common stock at the option of Sabine Investor Holdings if (1) Sabine Investor Holdings is able to convert a portion of the Series A Preferred shares into common stock and, as a result of such conversion, would not, together with affiliates, hold more than 50% of Sabine's voting power (any such conversion that would result in Sabine Investor Holdings, together with its affiliates, owning more than 50% of Sabine's voting power, a "Prohibited Conversion") and (2) Sabine's board of directors approves such conversion (such approval not to be unreasonably withheld). Also as reported on the Schedule 13D filed on December 24, 2014, each of William E. Macaulay, First Reserve GP XI, Inc. ("GP XI Inc."), a Delaware corporation, First Reserve Fund XI, L.P. ("Fund XI LP"), a Delaware limited partnership, FR XI Onshore AIV, L.P., a Delaware limited partnership ("AIV LP"), FR XI Onshore AIV, LLC ("AIV LLC"), a Delaware limited liability company, and FR TLP Investment LLC ("FR TLP LLC"), a Delaware limited liability company, may be deemed to share beneficial ownership of the shares of common stock of Sabine held by Sabine Investor Holdings in their capacities described in this paragraph. Fund XI LP is a Delaware limited partnership formed for the purpose of making equity and equity related investments in Sabine. AIV LP is a sister investment vehicle to Fund XI LP formed for the purpose of making certain equity and equity related investments in certain companies. GP XI LP is a Delaware limited partnership formed for the purpose of acting as general partner or managing member of various investment entities, including Fund XI LP and AIV LP. GP XI, Inc. is a Delaware corporation formed for the purpose of acting as the general partner of GP XI LP. Each of FR TLP LLC, Sabine Investor Holdings, and AIV LLC is a Delaware limited liability company formed for the purpose of making equity and equity related investments in certain companies, including Sabine. FR TLP LLC is a wholly owned subsidiary of Fund XI LP. AIV LLC is a wholly owned subsidiary of AIV LP. Fund XI LP, FR TLP LLC and AIV LLC collectively own approximately 99.7% of the common units representing limited liability company interests in Sabine Investor Holdings. Pursuant to the Operating Agreement of Sabine Investor Holdings, Fund XI LP has the right to appoint a majority of the board of managers of Sabine Investor Holdings. Mr. Macaulay is a director of GP XI Inc. and has the right to appoint the majority of the board of directors of GP XI Inc. Sabine Investor Holdings and each of its affiliates expressly disclaims any beneficial ownership under Rule 13d-3 of the Exchange Act of any shares of Sabine common stock issuable in connection with a Prohibited Conversion.