



Far East Energy Corporation  
-- Partners in Clean Energy

**CHARTER  
OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS**

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Adopted as of September 10, 2004

## Purposes

The primary purposes and responsibilities of the committee are to:

- recommend to the board of directors or select the individuals qualified to serve on the company's board of directors (consistent with criteria that the board has approved) for election by stockholders at each annual meeting of stockholders;
- recommend to the board of directors or select the individuals qualified to serve on the company's board of advisors;
- fill vacancies on the board of directors;
- develop, recommend to the board, and assess corporate governance policies for the company; and
- oversee the evaluation of the board.

## Composition

*Membership.* The committee must consist of at least two directors. The board will designate a committee member as the chairperson of the committee, or if the board does not do so, the committee members will appoint a committee member as chairperson by a majority vote of the authorized number of committee members.

*Independence.* All committee members must have been determined by the board to be independent as defined in the Nasdaq listing standards.

*Appointment.* The board may appoint and remove committee members in accordance with the company's bylaws. Committee members will serve for such terms as the board may fix, and in any case at the board's will, whether or not a specific term is fixed.

## Functions

*Qualifications of directors.* The committee will periodically assess, develop and communicate with the full board concerning the appropriate criteria for nominating and appointing directors, including:

- the board's size and composition;

- corporate governance policies;
- applicable listing standards and laws;
- individual director performance, expertise, experience and willingness to serve actively;
- the number of other public and private company boards on which a director candidate serves;
- consideration of director nominees proposed or recommended by stockholders and related policies and procedures; and
- other appropriate factors.

*Director nominees and vacancies.* The committee will nominate individuals to the board of directors for election as directors at each annual meeting of stockholders, subject to legal rights, if any, of third parties to nominate directors.

*Committee appointments.* If and when requested periodically by the board, the committee will identify and recommend to the board the appointees to be selected by the board for service on the committees of the board.

*Board of Advisors appointments.* If and when requested periodically by the board, the committee will identify and recommend to the board the appointees to be selected by the board for appointment on the board of advisors, which is not a committee of the board of directors.

*Governance policies.* The committee will develop, assess and make recommendations to the board concerning appropriate corporate governance policies.

*Board evaluation.* The committee will oversee an annual review of the performance of the full board.

*Other functions.* The committee may perform any other activities consistent with this charter, the company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the board considers appropriate.

## Meetings, reports and resources

*Meetings.* The committee will meet as often as it determines is necessary, but not less than annually. The committee may also hold special meetings or act by unanimous written consent as the committee may decide consistent with the company's bylaws. The committee may meet in separate executive sessions with other directors, the chief executive officer and other company employees, agents or representatives invited by the committee.

*Procedures.* The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the company's bylaws and other corporate governance documents, applicable laws or regulations, or the listing standards. A meeting may be called in a manner not inconsistent with the company's bylaws and other corporate governance documents. A majority of the authorized number of committee members will constitute a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present will be the act of the committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

*Reports.* The committee will report its recommendation of director nominees for the annual meeting of stockholders to the board at an appropriate time prior to preparation of the company's proxy statement for the annual meeting. The committee will also report to the board annually the results of:

- an oversight review of the performance of the board of directors;
- the committee's assessment of the company's corporate governance policies and implementation; and

- an annual review by the committee of its own performance.

The committee will also report to the board on the major items covered by the committee at each committee meeting, and provide additional reports to the board as the committee may determine to be appropriate.

*Committee access.* The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the committee's purposes.

*Committee advisers and funding.* The committee will have authority to retain at the company's expense and terminate any search firm used to identify director candidates, independent counsel or other advisers to the committee and to approve the related fees and other retention terms.

*Reliance on others.* Nothing in this charter is intended to preclude or impair the protection provided in NRS 78.138 of the Nevada Administrative Code for good faith reliance by members of the committee on reports or other information provided by others.