

GLOBAL CLEAN ENERGY HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose of the Committee

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Global Clean Energy Holdings, Inc. (the “Company”). The primary purpose of the Committee is to (1) recommend for the Board’s selection the director nominees for each annual meeting of shareholders and candidates to fill any vacancies on the Board, (2) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and, if necessary or appropriate, periodically recommend modifications to such guidelines for Board approval, and (3) oversee an annual evaluation of the Board and its committees.

Committee Membership

The Board shall determine the size of the Committee, provided that the Committee shall consist of at least two members. The Board shall select the members of the Committee, and the Board shall have the right and power to remove and replace Committee members at any time and from time to time. Unless the Board selects a Chairperson, the members of the Committee may designate a Chairperson by majority vote.

Each member of the Committee shall be a director of the Company who (1) is an “independent director” as defined in the rules and regulations of The Nasdaq Stock Market LLC (“Nasdaq”) and (2) satisfies any additional independence requirements for nominating and corporate governance committee members that may be promulgated from time to time by Nasdaq or the Securities and Exchange Commission.

Meetings of the Committee

The Committee shall meet as often as it determines is necessary or appropriate. The provisions of the Company’s Bylaws that govern the conduct of Board committees shall govern the Committee. The Committee may adopt other procedural rules that are not inconsistent with the Bylaws. The Committee may, in its sole discretion, invite any director who is not a member of the Committee, any member of management or any legal counsel or other adviser to the Committee to attend a meeting of the Committee and to provide information requested by the Committee.

Authority and Responsibilities of the Committee

The Committee shall have the following authority and responsibilities:

Board Size and Composition. Evaluate the size and composition of the Board, the qualifications of directors and the independence of existing and prospective directors. Make recommendations to the Board regarding these matters.

Selection of Directors. Recommend to the Board, for selection by the Board, the director nominees for each annual meeting of shareholders and candidates to fill any vacancies (or anticipated vacancies) on the Board, which responsibility shall include (a) evaluating whether current Board members should be nominated for re-election, (b) evaluating director nominations submitted by shareholders, and (c) identifying and evaluating candidates to fill vacancies (or anticipated vacancies) on the Board.

Criteria for Selecting Directors. Consider the following criteria, among others the Committee or the Board shall deem appropriate, in recommending candidates for election or appointment to the Board: (a) personal and professional integrity, ethics and values; (b) experience in corporate management, such as serving as a director or an executive officer of another publicly held company; (c) experience relevant to the Company’s business and operations; (d) diversity of expertise and experience in substantive matters pertaining to the Company’s business and operations relative to other Board members; (e) other diversity factors pertaining to the candidate,

including, but not limited to, with respect to age, gender, ethnic background, experience and other characteristics; (f) whether the candidate has the time required for the preparation, participation and attendance at Board and committee meetings; and (g) any other relevant qualifications, attributes or skills.

Annual Evaluations. Oversee an annual evaluation of the Board and its committees (including the Committee) and report the Committee's findings and recommendations to the Board.

Annual Review of this Charter. Review, at least annually, the adequacy of this Charter and recommend any proposed Charter changes to the Board for approval.

Corporate Governance Guidelines. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and, if necessary or appropriate, periodically recommend modifications to such guidelines for Board approval.

Other Corporate Governance Matters. Review and, if necessary or appropriate, recommend to the Board modifications to (a) the Company's insider trading policy, (b) the Company's code of business conduct and ethics, and (c) any other corporate governance policies that are adopted by the Company. Review and make recommendations to the Board regarding (i) changes that are proposed to be made to the Company's Certificate of Incorporation or Bylaws and (ii) proposals made by shareholders, including proposals that shareholders desire to submit for a vote at the Company's annual meeting of shareholders.

Access to Advisers; Investigations by the Committee. Have unrestricted access to the Company's independent registered public accounting firm, legal counsel, officers and employees for purposes related to the Committee's activities under this Charter. In the Committee's sole discretion and at the Company's expense, (a) retain and obtain the advice of legal counsel and other advisers to the Committee, after taking into consideration the independence of such persons, and (b) conduct investigations into any matters that are within the scope of the Committee's responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such legal counsel and other advisers engaged by the Committee.

Search Firms. In the Committee's sole discretion and at the Company's expense, decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such search firm.

Reports to the Board. Provide regular reports to the Board regarding the Committee's activities, recommendations and decisions.

Other Responsibilities. Perform such other activities that are consistent with this Charter, the Company's Bylaws, applicable law and Board directives as the Committee or the Board determines are necessary or appropriate in order to carry out the Committee's responsibilities.