

Exhibit C – Finance & Strategy Committee Charter

**KFx Inc.
Finance & Strategy Committee Charter**

Purpose

The purpose of the Finance & Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of KFx Inc. (the “Corporation”) is to review the management of the Corporation’s financial resources and to monitor the Corporation’s strategic direction with respect to its strategic business plans and objectives.

Committee Membership

The Board, upon recommendation of the Corporate Governance & Nominating Committee, shall appoint members of the Committee, to serve such terms as the Board may determine, or until such member’s resignation or removal by the Board.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. The Board shall designate one member of the Committee to serve as its chairman. The Committee will meet at such times as determined by its chairman or as requested by any two of its members. Notice of all meetings shall be given. The chairman will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.

Each member of the Committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. Such minutes and written consents shall be reported to the next meeting of the Board.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain outside advisors, the fees of which will be paid by the Corporation. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Corporation.

KFx Corporate Policies & Procedures

Duties and Responsibilities

The duty and responsibility of the Committee are to oversee the Corporation's capital structure, strategic plans, including acquisition strategies, and proposed acquisitions and divestitures. The Committee shall also oversee the investment activities of the Chief Financial Officer of the Corporation to ensure compliance with the Corporation's Investment Policy. In fulfillment of the foregoing, the Committee shall review and make recommendations to the Board on the following:

1. Adequacy of capital resources.
2. Proposals for issuance of securities by the Corporation either in a public offering or in a private placement, or entering into commercial borrowing transactions.
3. Current and planned use of capital resources in total and by major subsidiaries, as well as the corresponding risk/reward relationship.
4. Proposed business acquisitions and divestitures, mergers or joint ventures.
5. Management's recommendations concerning dividend payments to shareholders, stock splits, capital contributions to and dividend payments from subsidiaries and long-range strategic business plans.
6. Selection of the stock exchange for listing the Corporation's securities.
7. Selection and retention of the firm or firms of investment bankers to assist the Corporation in the placement of its securities.
8. Proper strategy for funding commercial plant projects.