

Harvest Natural Resources, Inc.
Nominating and Corporate Governance Committee
Charter

The Nominating and Corporate Governance Committee (the “Nominating Committee” or the “Committee”), on behalf of the Board of Directors of Harvest Natural Resources, Inc. (the “Company”), shall be responsible for determining the criteria for selecting directors who will promote the best interest of the shareholders, recommending to the Board persons to serve as Directors, evaluating the effectiveness of the Board and Committees of the board, and reviewing and making recommendations to the Board on corporate governance issues and similar matters.

I. Composition

The Nominating Committee shall consist of at least three voting members, and the voting members must all be independent Directors. Independence shall be determined in accordance with the Company’s Guidelines for Corporate Governance and the requirements established from time to time by applicable law or rule, including New York Stock Exchange and the Securities Exchange Commission. Any Director not a member of the Committee may attend a Committee meeting on a non-voting basis, excluding individual director performance reviews.

The members of the Nominating Committee shall be appointed each year by the Board of Directors at its Annual Board of Directors Meeting, based upon the recommendations of the Nominating Committee. The Board shall also appoint a chair to the Committee. A Nominating Committee member may be removed by the Board, based upon a recommendation of the Nominating Committee.

A quorum shall be a majority of the members of the Committee. The Secretary to the Board shall act as Secretary of the Committee.

II. Meetings

The Nominating Committee shall meet at least twice a year and at such other times as deemed appropriate by the Committee Chair.

Agendas shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

Minutes of each meeting shall be prepared by the Secretary of the Committee, reviewed by the Committee and made available to the Board.

Officers and other employees of the Company shall attend meetings upon the invitation of the Committee Chair.

III. Duties and Responsibilities

A. Development of Criteria and Procedures for Selection of Directors

The Nominating Committee shall develop the criteria and procedures for the identification and recruitment of new directors who will promote the best interest of the shareholders. As part of this responsibility the Nominating Committee shall periodically review the size, composition and organization of the Board and recommend to the Board policies, changes or other action it deems advisable.

Factors the Committee shall consider in the determination of director candidates include:

- High personal and professional ethics, integrity and values;
- Collective breadth of experience in matters such as:
 - international operations,
 - the energy business,
 - board membership,
 - a chief executive or operating officer in a publicly held company, and
 - auditing, accounting, finance or banking;
- Independence in fact and intellectually;
- An interest and the availability of time to be involved with the Company and employees over a sustained period; and
- The ability and willingness to objectively appraise management and Board performance in the interests of the shareholders.

B. Recommending Directors for Appointment and Election

The Nominating Committee will review the qualifications of and recommend to the Board (1) director candidates to be nominated by the Board for election to the Board by the shareholders at each annual meeting of the shareholders; and (2) director candidates to fill any vacancy on the Board.

The Nominating Committee shall consider nominations of director candidates proposed by shareholders if such nominations are submitted within the time limits and in the manner prescribed by applicable rule, law and the Company's By-laws.

C. Committee Membership

Annually the Nominating Committee shall recommend to the Board members of the Board to serve on standing committees for the next year. The Nominating Committee shall also recommend individuals to serve as the chair for each standing committee.

D. Board Performance Evaluation

The Nominating Committee, using such resources and methods as it determines, shall report annually to the Board on the assessment of the Board's performance. Its report will be discussed with the full Board at the same time it makes recommendations of

nominees for inclusion in the proxy statement for the next annual meeting. This assessment should be of the Board's contribution as a whole as well as the contributions of the Committees and each Director. As part of this process, the Nominating Committee will also assess its performance to confirm it is meeting its responsibilities under this charter.

E. Corporate Governance Guidelines

The Nominating Committee shall develop and recommend to the Board a set of guidelines for corporate governance setting forth the principles and rules the Board will follow in carrying out its responsibilities. The Nominating Committee is responsible for periodically reviewing the governance guidelines and recommending any revisions to the Board. The Nominating Committee shall also review any requests for waivers to the governance guidelines and provide its recommendations on such waivers to the Board.

F. Code of Business Conduct and Ethics

The Nominating Committee will develop and recommend to the Board a Code of Business Conduct and Ethics applicable to all officers and employees of the Company and its majority owned subsidiaries. The Nominating Committee is responsible for periodically reviewing the Code and recommending any revisions to the Board.

G. Standing Resolutions

Annually the Nominating Committee shall review the Company's standing resolutions and recommend to the Board standing resolutions, with such revisions and additions as it recommends, for the twelve month period following adoption by the Board.

IV. Reporting and Authority

Following each meeting, the chair of the Nominating Committee, on behalf of the Committee, will report to the Board on key issues, recommending items for approval and/or remedial action when required.

Copies of the minutes of all Committee meetings will be filed with the Board at the next Board meeting after a meeting is held (these may still be in draft form).

Supporting information reviewed by the Committee shall be available for examination by any Director upon request to the Secretary of the Committee.

The Nominating Committee shall have access to any Company records or employees necessary to carry out its duties and responsibilities. In addition, the Committee shall have the sole authority to retain and terminate a recruiting firm to assist in identifying suitable board candidates, including setting the fees and other terms of the retainer for such firm. The Committee shall also have the authority to retain other professional assistance, including

independent counsel. The Company will provide the Committee adequate funds to cover recruiting fees and other costs incurred in carrying out its duties and responsibilities.

The Vice President and General Counsel will be the key contact for the Committee and will assign the staff resources appropriate to assist the Committee to carry out its responsibilities.

This Charter may be modified from time to time at the sole discretion of the Board of Directors.

Approved by the Board of Directors
of Harvest Natural Resources, Inc. on
May 20, 2004.