

Quest Resource Corporation

Nominating Committee Charter

as adopted by
the Board of Directors of
Quest Resource Corporation
on December 29, 2005

I. COMMITTEE PURPOSE

The primary role of the Nominating Committee (the "Nominating Committee") is (1) to identify individuals qualified to become members of the Board of Directors (the "Board") of Quest Resource Corporation (the "Company"), consistent with criteria approved by the Board, and to recommend to the Board proposed nominees for Board membership; (2) to recommend to the Board directors to serve on each standing committee of the Board; (3) to lead the Board in its annual review of the Board's performance; and (4) in general to take a leadership role in shaping the corporate governance of the Company, in a manner consistent with the interests of the stockholders of the Company and with all applicable requirements arising under law, regulations and rules of all applicable jurisdictions and regulatory bodies, including the Nasdaq Stock Market, Inc. ("NASDAQ"), as well as the Company's Bylaws and organizational documents.

II. PRINCIPAL COMMITTEE RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Nominating Committee shall:

1. Evaluate, in consultation with the Chairman of the Board and Chief Executive Officer, the current composition, size, role and functions of the Board and its committees to oversee successfully the business and affairs of the Company in a manner consistent with the Company's Corporate Governance Guidelines, and make recommendations to the Board for approval.
2. Determine, in consultation with the Chairman of the Board and Chief Executive Officer, director selection criteria consistent with the Company's Corporate Governance Guidelines, and conduct searches for prospective directors whose skills and attributes reflect these criteria.
3. Assist in identifying, interviewing and recruiting candidates for the Board.
4. Consider and evaluate, in consultation with the Chairman of the Board and Chief Executive Officer, nominees, including nominees nominated by shareholders submitted in accordance with the shareholder proposal submission rules set forth in the Company's Bylaws and proxy statement, and recommend nominees for election to the Board or to fill vacancies on the Board.
5. Before recommending a replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
6. Evaluate, in consultation with the Chairman of the Board and Chief Executive Officer, and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs consistent with the Company's Corporate Governance Guidelines.

7. Review the qualifications and performance of incumbent directors in determining whether to recommend them for re-election to the Board. In making this determination, the Nominating Committee will consider the director's attendance, involvement and contributions to the effectiveness of the Board. When necessary or appropriate, the Nominating Committee will recommend to the Board removal of a director or a member of a Board committee.
8. Determine the methods and execution of the annual evaluations of the Board's and each Board committee's effectiveness and support the annual performance evaluation process.
9. Oversee the orientation of newly elected directors to provide new directors with a basic understanding of (a) the Company's operations, mission and objectives and (b) a director's duties and responsibilities as a director.
10. Evaluate and make recommendations to the Board regarding director retirements, director renominations and directors' changes in circumstances in accordance with the Company's Corporate Governance Guidelines.
11. Perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws, as amended from time to time, and any governing law, as the Board considers appropriate and delegates to the Nominating Committee.

III. COMMITTEE COMPOSITION

The Nominating Committee will be comprised of at least three members, all of whom must satisfy, at a minimum, the independence requirements of the NASDAQ listing standards and the other director qualification standards set forth in the Company's Corporate Governance Guidelines. As permitted by law or the NASDAQ listing standards, the Nominating Committee may delegate any of its duties and authority to a subcommittee of fully independent directors.

IV. COMMITTEE MEETINGS

The Nominating Committee will meet as required to fulfill its responsibilities set forth in this Charter. The chairperson or his or her designee shall preside over all meetings of the Nominating Committee. The Nominating Committee shall meet at least annually and at such other times as the chairperson deems appropriate or as required by law or application rules and regulations. A majority of the members of the Nominating Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Nominating Committee. The Nominating Committee may meet in person or telephonically. The Nominating Committee shall establish its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The chairperson or a majority of the members of the Nominating Committee may call a special meeting of the Nominating Committee.

In addition to the members of the Committee, the Chairman of the Board, Chief Executive Officer, other executive officers of the Company and outside advisors may be invited to

participate in Committee meetings, as the Committee deems appropriate, unless matters to be discussed at the meeting make it appropriate to excuse such persons. The Chairman of the Board may share his views with the Nominating Committee, but may not vote on matters before the Nominating Committee.

V. APPOINTMENT AND REMOVAL

Members of the Nominating Committee shall be appointed by the Board at its annual meeting and shall generally serve until their successors shall be duly appointed and qualified. The Nominating Committee shall recommend, and the Board shall designate, one member of the Nominating Committees as chairperson. The members shall serve until their death, resignation, retirement, removal by the Board or until their successors shall be duly appointed and qualified. No member of the Nominating Committee shall be removed except by a majority vote of the independent directors, as determined in accordance with the NASDAQ listing standards and the other director qualification standards set forth in the Company's Corporate Governance Guidelines, then in effect. A member of the Nominating Committee shall be deemed to have resigned from the Nominating Committee at such time that the member shall have been removed from the Board pursuant to the Bylaws of the Company or such member has died, resigned or otherwise terminated his or her membership of the Board. A member of the Nominating Committee shall also be deemed to have resigned from the Nominating Committee at such time that a majority of the independent members of the Board have determined that such member of the Nominating Committee is no longer an independent director of the Board.

VI. DIRECTOR QUALIFICATIONS

In selecting nominees for the Board, the Nominating Committee shall take into account the qualifications set forth in the Company's Corporate Governance Guidelines.

VII. ADVISORS AND SEARCH FIRMS

The Nominating Committee shall have the sole authority to retain and terminate any search firm or other consultant, expert or advisor that it may deem necessary or helpful to the Nominating Committee in the performance of its duties, and shall have sole authority to terminate any party thus retained. The Nominating Committee also shall have sole authority to approve the fees and other terms of engagement of any such party. In determining whether to retain or terminate a provider of such services, the Nominating Committee may, in its discretion, obtain the input of senior management.

VIII. RELIANCE ON OTHERS

Unless the Nominating Committee member has knowledge that makes reliance unwarranted, the Nominating Committee members, in discharging their duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the committee members believe in good faith to be reliable and competent in the matters presented; (b) legal

counsel, independent auditors, or other persons as to matters which the committee member believes in good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of which such Nominating Committee member is not a member if the Nominating Committee member believes in good faith that such committee merits confidence.

IX. MINUTES; REPORTS TO BOARD OF DIRECTORS

The Nominating Committee shall keep correct and complete minutes of its proceedings and the names and places of residence of its members. Minutes of the meeting will be prepared by the Committee Chairman, corporate secretary or other person designated to act as Secretary for the meeting.

Following each of its meetings, the Nominating Committee shall deliver an oral report on the meeting to the Board, including a description of all actions taken by the Nominating Committee at the meeting.

X. CORPORATE GOVERNANCE OVERSIGHT

1. Corporate Governance Guidelines. The Nominating Committee shall: (a) review and reassess the adequacy of such Corporate Governance Guidelines annually, recommending to the Board any changes deemed appropriate; and (b) generally advise the full Board on corporate governance matters.
2. Policies/Guidelines. The Nominating Committee shall have responsibility for interpretation and enforcement of, monitoring and reviewing compliance with, making recommendations to the Board with respect to changes, alterations and modifications of, and making recommendations to the Board with respect to Corporate Governance Guidelines and other policies, codes and guidelines of the Company, as the Nominating Committee or the Board deems necessary or desirable.

XI. ADEQUACY OF CHARTER AND ANNUAL EVALUATION OF PERFORMANCE

At least annually, the Nominating Committee shall conduct an evaluation of its performance and this Charter. The Nominating Committee shall report its conclusions regarding this evaluation to the Board. The Nominating Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Nominating Committee could improve its performance and this Charter could be improved.

The Nominating Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval. This Charter will be made available on the Company's website at www.qrcp.net.