

TRI-VALLEY CORPORATION

AMENDED AND RESTATED CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted on April 25, 2011)

I. *Adoption of Charter*

The Board of Directors (the “**Board**”) of Tri-Valley Corporation (the “**Company**”) has adopted this Amended and Restated Charter (the “**Charter**”) of the Nominating and Corporate Governance Committee of the Board (the “**Committee**”), effective as of the date first indicated above.

II. *Organization*

1. **Committee Membership**

- a. The Committee shall consist of at least two directors.
- b. To the extent required by applicable law, rule or regulation, each member shall be “independent” as defined by the applicable rules of the principal exchange on which the Company’s common stock is listed or approved for quotation.

2. **Appointment**

The Committee members will be appointed by the Board. Candidates to fill subsequent vacancies shall be nominated by the Committee as set forth below and appointed by the Board. Each member of the Committee may be removed at any time, with or without cause, by a majority vote of the Board. Committee members will hold their offices until their successors are elected and qualified, or until their earlier resignation or removal.

a. *Chairman*

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman of the Committee by the majority vote of the full Committee membership. In the event of a tie vote on any issue, the Chairman’s vote shall decide the issue. The Chairman of the Committee will chair all regular sessions of the Committee and set agendas for Committee meetings.

3. **Committee Meetings**

The Committee shall meet as often as it deems necessary. The chairman of the board or any member of the Committee may call meetings of the Committee. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or

other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may request any officer or employee of the Company, the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

4. Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without having to seek the approval of the Board. The Committee shall have authority to elect, retain, terminate and approve the fees and other retention terms of consultants or search firms used to identify director candidates and to assist in the evaluation of director compensation.

5. Reports to the Board

The Committee shall take written minutes of its meetings and activities and submit such minutes to the recording secretary of the Company for filing. The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

III. Purpose

- 1.** The Committee is appointed by the Board for the purposes of:
 - a.** Developing and recommending criteria for selecting new directors;
 - b.** Identifying and recommending to the Board individuals qualified to become Board members and Committee members consistent with criteria approved by the Board;
 - c.** Receiving communications from stockholders directed to the Board, including stockholder proposals regarding director nominees to the Board;
 - d.** Recommending to the Board corporate governance principles, codes of conduct and applicable compliance mechanisms;
 - e.** Administering the Company's Code of Ethics and Business Conduct; and
 - f.** Overseeing evaluations of the Board, individual Board members and the Committees of the Board.
 - g.** Performing such other activities consistent with this Charter, the Certificate of Incorporation, as may be amended from time to time, the Bylaws, as may be amended from time to time, and governing law, as the

Committee deems appropriate or necessary or as delegated to the Committee by the Board.

IV. *Function and Responsibilities*

To fulfill its purpose and responsibilities, the Committee's functions will include the following with respect to the Company:

1. Review the size and composition of the Board.
2. Monitor compliance with the corporate governance principles, and review the corporate governance principles periodically, and make recommendations to the Board for modifications as appropriate.
3. Identify individuals believed to be qualified to become Board members, consistent with the corporate governance principles and any other factors deemed appropriate, and recommend to the Board nominees for election as directors, including nominees recommended by members of the Board and stockholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of the stockholders.
4. In the event of a vacancy on the Board or any committee of the Board (including a vacancy created by an increase in the size of the Board or any committee of the Board), identify individuals qualified to fill such vacancy, consistent with any criterion set forth in the Company's corporate governance principles from time to time, as well as any other factors it deems appropriate.
5. Establish procedures for, and administer periodic performance evaluations of the Board as deemed appropriate.
6. Review periodically the composition, structure and function of the committees of the Board and recommend, as appropriate, changes in the number, function or membership of such committees.
7. To the extent required by applicable law, rule or regulation, assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
8. Perform any other activities consistent with this Charter, the Certificate of Incorporation, as may be amended from time to time, the Bylaws, as may be amended from time to time, and governing law, as the Committee deems appropriate or necessary or as delegated to the Committee by the Board.

V. *Delegation of Authority*

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VI. *Outside Advisors*

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of consultants as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of any such consultants. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

VII. *Periodic Review of Charter and Committee*

The Committee shall perform a periodic review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate.

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