REFINERY SCIENCE CORP.

CHARTER OF THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
(adopted and effective as of April _2__, 2007)

Purpose

The purpose of the Nominating Committee (the "Committee") of the board of directors (the "Board") of Refinery Science Corp., a Texas corporation (the "Company"), is to assist the Board in fulfilling its responsibility to the Company's shareholders, potential shareholders and investment community by:

(i) identifying individuals qualified to become Board members and selecting (or recommend that the Board select) all candidates to stand for election as directors at the Company's annual meeting of stockholders, and filling vacancies in the Board; and

(ii) evaluating and recommending to the Board directors for appointment to committees of the Board.

Membership

The Committee shall be comprised of at least one member of the Board. Each member of the Committee shall be appointed by and serve at the pleasure of the Board. The Board shall have the power at any time to change the membership of and fill vacancies in the Committee, subject to the satisfaction of such new members of the membership requirements.

Each member of the Committee shall satisfy the applicable independence and other requirements of the Nasdaq Stock Market ("Nasdaq") and other regulatory requirements, as they may be in effect from time to time.

Responsibilities

The Committee's responsibilities primary responsibilities include:

(i) In conjunction with management, establishing eligibility criteria for the selection of new directors for Board and committee membership, including any minimum qualifications and skills of director candidates. In the case of potential independent director candidates, such eligibility criteria shall be in accordance with applicable rules and regulations of the Securities and Exchange Commission ("SEC") and Nasdaq;

(ii) Identifying individuals believed to be qualified to serve on the Board, evaluating and selecting (or recommending that the Board select) candidates for election as directors at each annual meeting of stockholders, and making recommendations to the Board regarding whether the current directors should stand for re-election at each annual meeting of stockholders. The Committee shall take into account such factors as it deems appropriate, which may include the

experience, education, background and expected contributions of such director candidates and current directors, the diversity of the Board and the evolving needs of the Company, and shall include any minimum eligibility criteria set by the Committee. The Committee may consider candidates proposed by management, but is not required to do so;

(iii) Recommending to the Board candidates for filling vacant positions on the Board, however created, using the same criteria the Committee uses to select nominees for election or re-election at the annual meeting of stockholders;

(iv) In connection with management, conducting all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates;

(v) Reviewing any potential conflicts of interests between directors and director candidates and the interests of the Company or its executive officers;

(vi) Developing a process for considering stockholder suggestions for Board nominees;

(vii) Considering and making recommendations to the Board, as the Committee deems appropriate, regarding the composition of the committees of the Board other than this Committee. The Committee shall take into consideration all factors that it considers appropriate (including, among other things, the criteria for membership as set forth in the charter for such committee);

(viii) Establishing, monitoring and recommending the purpose, structure and operations of the various committees of the Board and the qualifications and criteria for membership on each committee of the Board;

(ix) Considering and making recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board, matters relating to the periodic rotation or retirement of Board or committee members, including term limits or age caps, and such other related matters as the Committee deems appropriate;

(x) Assisting the Board in its oversight of the Company's compliance with the rules and regulations of the SEC and Nasdaq regarding the nomination of directors;

(xi) Assisting the Board in its oversight of the Company's processes for providing information to the Board and the continuing education of directors; and

(xii) Reviewing and reassessing the adequacy of this charter from time to time and recommending any proposed changes to the Board for approval.

In addition to the above responsibilities, the Committee shall undertake such other duties as the Board may delegate to it related to the purposes of the Committee, and shall perform such other activities as are consistent with this charter, the bylaws of the Company and applicable law.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of its responsibilities to a subcommittee of the Committee. Any such subcommittee shall report regularly to the Committee on any actions taken by it on behalf of the Committee.

Meetings; Procedure

The Committee shall meet as often as the Committee may deem necessary or appropriate in its judgment, either telephonically or in person. A majority of the members of the Committee shall constitute a quorum. The Committee may act without a meeting by securing the unanimous written consent of its members.

The Committee may invite to its meetings any Company director or other officer or other person (but such invited persons may not vote), and may exclude from its meetings any person, it deems appropriate in order to carry out its responsibilities.

Except as expressly provided in this charter or the bylaws or corporate governance principles of the Company, the Committee shall fix its own rules of procedure.

Reports

Minutes of all meetings, including telephonic meetings, and copies of all consents in lieu of meeting shall be maintained and furnished to members of the Committee, the Board and the Secretary of the Company. The Committee shall report regularly to the full Board of Directors with respect to its meetings and shall periodically report to the Board with respect to significant results of its activities.

Outside Advisers

The Committee shall have the authority to select, retain and terminate any search firm to be used to identify and research director candidates, and approve the search firm's fees and any other terms of engagement. The Company shall provide appropriate funding, as determined by the Committee, for compensating any such search firm.