

NEW GENERATION BIOFUELS HOLDINGS, INC.
NOMINATING COMMITTEE
CHARTER

I. Purpose

The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of New Generation Biofuels Holdings, Inc. (the "Company") shall (i) recommend candidates for election to the Board and (ii) make recommendations to the Board concerning board size, membership qualifications, committee structure and membership and, succession planning for officers and key executives.

II. Membership

The Committee shall consist of at least three non-employee directors. The Board shall appoint and may remove the members of the Committee and shall appoint one member as Chairman. All the members of the Committee shall meet the independence requirements of any exchange on which the Company's securities are listed.

III. Meetings

The Committee shall meet at least annually and more frequently as circumstances require. The Chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Committee to the Board. The Committee may request any officer or employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

IV. Authorities, Responsibilities and Duties

The Board has delegated the following authorities, responsibilities and duties to the Committee:

- A. The Committee shall perform the core function of recommending director candidates (a) for the Board's selection for presentation to the shareholders for their approval at the annual meeting of shareholders and (b) for the Board's approval to fill any vacancies on the Board, whether created by expansion, resignation, retirement or for any other reason. This responsibility includes: (i) working with the full Board to develop criteria and procedures for the identification and recruitment of candidates for Board membership on the basis of recognized achievements, broad knowledge and experience, ability to bring sound business judgment to the deliberations of the Board and other factors deemed appropriate; (ii) reviewing candidates' qualifications (including independence) and any potential conflicts with the Company's interests; (iii) assessing the contributions of current directors in connection with their re-nomination; and (iv) making recommendations to the full Board with respect to these matters and with respect to the

removal of a director. In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.

- B. The Committee shall review the Board's committee structure, composition and responsibilities and recommend to the Board for its approval directors to serve as members of each committee and the chairperson of each committee. Recommend additional committee members to fill vacancies as needed.
- C. The Committee shall monitor the functioning of the Board's committees and make recommendations to the Board regarding changes, including the creation and elimination of committees.
- D. The Committee shall make recommendations to the Board regarding management succession planning.
- E. The Committee may delegate its authority to subcommittees, as the Committee deems appropriate; provided that any subcommittees shall report any actions taken by it to the whole Committee at its next regularly scheduled meeting.
- F. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also shall have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties.
- G. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
- H. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Adopted by the Board on November 13, 2007.