



Governance and Nominating Committee Charter

Organization, Membership, Qualification

The Governance and Nominating Committee (the “Committee”) of the Board of Directors of Oilsands Quest Inc. (“Oilsands Quest”) shall be fulfilled by the Directors of the Board who are independent as defined in Section 121A of the American Stock Exchange Company Guide, and who have been specifically designated by the Board to serve on the Governance and Nominating Committee. The members of the Committee shall appoint from among its members a Chairperson of the Committee.

Purpose

The purpose of this Committee shall be to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board of Directors and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing Oilsands Quest’s corporate governance guidelines.

Authority and Responsibilities

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board of Directors and to select Director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as Director nominees who shall have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.
2. To review the Board of Directors’ committee structure and to recommend to the Board for its approval Directors to serve as members of each committee. The Committee shall review and recommend committee positions annually and shall recommend additional committee members to fill vacancies.
3. To review recommendations received from shareholders for persons to be considered for nomination to the Board of Directors, and to designate a member of the Committee to receive such communications directly from shareholders, and to publish the name, fax number, and e-mail address of such person on the Oilsands Quest’s website.
4. To develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines from time to time, as it deems appropriate, and recommend changes as necessary.

5. To develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations
6. To develop and recommend to the Board of Directors for its approval a process for ensuring compliance with the Code of Ethics for Oilsands Quest.
7. To review and recommend changes to procedures whereby shareholders may communicate with the Board of Directors.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee shall have the authority to retain a search firm to assist in identifying Director candidates, and to retain outside counsel and any other advisors as the Committee may deem necessary in its sole discretion.

Procedures and Administration

In carrying out its responsibilities under its charter, the Committee is required to:

1. Establish criteria for selection of potential Directors, taking into consideration the following desired attributes: leadership, independence, interpersonal skills, financial acumen, business experiences, industry knowledge, and diversity of viewpoints. The Committee will periodically assess the criteria to ensure it is consistent with best practices and the goals of Oilsands Quest.
2. Identify individuals who satisfy the criteria for selection to the Board and, after consultation with the Executive Chairman of the Board, make recommendations to the Board on new candidates for Board membership.
3. Receive and evaluate nominations for Board membership which are recommended by existing Directors, corporate officers, or shareholders in accordance with policies set by the Committee and applicable laws.
4. Oversee the process for conducting background checks on new candidates for Board membership, including the process of validating candidate credentials.
5. Establish criteria for the evaluation of existing Directors and the re-election or removal of Directors based on the needs of Oilsands Quest.
6. Review the qualifications, performance and independence of existing Board members and make recommendations whether they should stand for reelection.
7. Recommend to the Board the removal of a Director where appropriate.
8. Recommend to the Board, a slate of nominees for the next annual meeting of shareholders.
9. Recruit, in consultation with the Executive Chairman of the Board, those candidates for Board membership that are approved by the Board.
10. Oversee the orientation process for new Directors.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review the adequacy of this charter



from time to time as it deems appropriate and, if applicable, recommend changes to the Board for approval.

Shareholder Recommendations

The Committee will consider all recommendations from any person (or group) who has (or collectively if a group have) held more than 5% of Oilsands Quest voting securities for longer than one year. Shareholders desiring to submit recommendations to the Committee should submit the following information in writing or by e-mail addressed to the following person:

Theresa Mehringer
Burns, Figa & Will, P.C.
6400 South Fiddlers Green Circle
Suite 1000
Greenwood Village, CO 80111
Fax: 303 796 2777
tmehringer@bfw-law.com

The information submitted to the Committee must be submitted to Oilsands Quest by the date mentioned in the most recent proxy statement under the heading "Proposal From Shareholders" as such date may be amended in cases where the annual meeting has been changed as contemplated in SEC Rule 14a-8(e), Question 5 and must include at least the following::

- (i) the name, address, telephone number, fax number and e-mail address of the person submitting the recommendation;
- (ii) the number of shares and description of Oilsands Quest voting securities held by the person submitting the nomination and whether such person is holding the shares through a brokerage account (and if so, the name of the broker-dealer) or directly;
- (iii) the name, address, telephone number, fax number and e-mail address of the person being recommended to the Governance and Nominating Committee to stand for election at the next annual meeting (the "proposed nominee") together with information regarding such person's education (including degrees obtained and dates), business experience during the past ten years, professional affiliations during the past ten years, and other relevant information;
- (iv) information regarding any family relationships of the proposed nominee as required by Item 401(d) of SEC Regulation S-K;
- (v) information whether the proposed nominee or the person submitting the recommendation has (within the ten years prior to the recommendation) been involved in legal proceedings of the type described in Item 401(f) of SEC Regulation S-K (and if so, provide the information regarding those legal proceedings required by Item 401(f) of Regulation S-K);
- (vi) information regarding the share ownership of the proposed nominee required by Item 403 of Regulation S-K;



- (vii) information regarding certain relationships and related party transactions of the proposed nominee as required by Item 404 of Regulation S-K;
- (viii) the signed consent of the proposed nominee in which he or she:
 - a. consents to being nominated as a Director of Oilsands Quest if selected by the Committee,
 - b. states his or her willingness to serve as a Director if elected for compensation not greater than that described in the most recent proxy statement,
 - c. states whether the proposed nominee is “independent” as defined by Section 121A of the American Stock Exchange Company Guide, and
 - d. attests to the accuracy of the information submitted pursuant to paragraphs (i), (ii), (iii), (iv), (v), (vi), (vii) above.

Although the information may be submitted by fax, e-mail, mail, or courier, the Committee must receive the proposed nominee’s signed consent, in original form, within ten days of making the nomination.

When the information required above has been received, the Committee will evaluate the proposed nominee based on the criteria described above, with the principal criteria being the needs of Oilsands Quest and the qualifications of such proposed nominee to fulfill those needs.

