

PETROLEUM & RESOURCES CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Petroleum & Resources Corporation (the “Corporation”) has the responsibilities, authority and duties described in this Charter.

Purpose

The Committee has the responsibility and authority to supervise and review the affairs of the Corporation as they relate to Board composition, Board evaluations, director nominations, and corporate governance matters.

Composition

Unless otherwise determined by the Board, the Committee shall be comprised of the independent directors serving on the Corporation’s Executive Committee. Other directors of the Corporation, while not serving on the Committee, nevertheless will be expected to have a role in the nominating process by identifying and recommending potential candidates to the Committee for its consideration, and otherwise assisting the Committee in the discharge of its responsibilities.

Meetings

The Committee shall hold such meetings as deemed necessary or desirable by the Chairperson of the Committee or the Lead Director of the Corporation and as may be required to perform the functions described under “Duties and Powers” below. The Committee may, in its discretion, meet in executive session with or without the presence of management.

Duties and Powers

The following are the principal functions of the Committee in carrying out its responsibilities. The functions set forth are a guide with the understanding that the Committee may modify or supplement them as appropriate.

- Seek out appropriate, qualified candidates to serve as directors of the Corporation and encourage and receive recommendations for director candidates from all appropriate sources.
- Interview and otherwise examine director candidates and their credentials.

- Recommend to the Board candidates for nomination as directors in connection with any vacancy on or addition to the Board.
- Monitor the Corporation's procedures for the receipt and consideration of director nominations by stockholders in accordance with the process for making such nominations that is set forth in the Corporation's annual proxy statements.
- Develop and recommend to the Board the appropriate skills and characteristics required of directors, based on the needs of the Corporation from time to time, and confer with the Board as to the application of these criteria in connection with identifying new Board candidates.
- Review periodically the continued appropriateness of Board membership for each director, taking into consideration the director's qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
- Monitor the role and effectiveness of the Board in the corporate governance process.
- Establish and monitor procedures by which the Board will conduct, on an annual basis, evaluations of its performance and the performance of the Board's committees.
- Prepare or review disclosure regarding the Committee's duties required to be included in the Corporation's annual proxy statements.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain and terminate search firms and other experts or consultants. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.

Annual Review

The Committee shall review on at least an annual basis (i) this Charter and the scope of responsibilities of this Committee and (ii) the Committee's performance of its duties. The Committee shall recommend to the Board any revisions or modifications to this Charter that the Committee deems necessary or appropriate to the effective exercise of its responsibilities.

Operating procedures

Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the persons present (in person or by conference telephone) at a meeting at which a quorum is present.