

SYNTHESIS ENERGY SYSTEMS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted as of March 2007)
(Amended as of December 12, 2012)

I. PURPOSE

The Nominating and Governance Committee (the “*Committee*”) is a standing committee of the Board of Directors (the “*Board*”) of Synthesis Energy Systems, Inc., a Delaware corporation (the “*Company*”). The primary purpose of the Committee is to provide oversight on the broad range of matters surrounding the composition and operation of the Board. These matters include identifying individuals qualified to become Board members, recommending to the Board director nominees, and recommending to the Board a set of corporate governance principles applicable to the Company.

The Committee will primarily fulfill its purpose by carrying out the activities enumerated in *Section IV* of this Charter. The Committee has the authority to retain and terminate, at the Company’s expense, and approve the fees and other retention terms of, compensation, director search, legal and other advisors it deems necessary for the fulfillment of its responsibilities.

II. COMPOSITION

The Committee shall be comprised of at least three directors, each of whom shall be “independent” directors under the listing standards of The NASDAQ Stock Market, Inc. (“*NASDAQ*”) as in effect from time to time.

Notwithstanding the foregoing, one director who is not independent by reason of any of the NASDAQ standards, and is not a current officer or employee or an immediate family member of such employee, may be appointed to the Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its stockholders, and the Board discloses, in the next annual proxy statement subsequent to such determination, the nature of the relationship and the reasons for that determination. A member appointed under this exception may not serve longer than two years.

Additionally, the members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Service Code of 1986, as amended.

The members of the Committee shall be appointed by the independent directors of the Board at the meeting of the Board held in conjunction with the Company’s annual stockholders’ meeting, and shall serve on the Committee for a term coinciding with their

Board term. If a Chair of the Committee is not appointed by the Board, the Committee shall itself designate a Chair.

III. MEETINGS

The Committee will meet at least two times annually, or more frequently as circumstances dictate. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to Committee members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board the results of its meetings.

IV. DUTIES AND RESPONSIBILITIES

The Committee has the following specific duties, in addition to any other matters consistent with this Charter, the Company's by-laws, applicable law and NASDAQ rules, as the Committee or the Board deems necessary.

Nominating

1. Searches for, recruits, screens, interviews and recommends to the Board candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and considers management's and stockholder's recommendations for director candidates in accordance with the Director Nomination Process attached hereto as ***Exhibit A***.
2. Recommends to the independent directors on the Board for their approval all nominees for Board membership, including the re-election of existing Board members in accordance with the Director Nomination Process attached hereto as ***Exhibit A***.
3. Evaluates and recommends to the independent directors of the Board for their approval the removal of a director where appropriate.
4. Evaluates and recommends to the independent directors of the Board for their approval the composition of Board committees.
5. Consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws.
6. Review and revise periodically the Director Nomination Process, attached hereto as ***Exhibit A***, to reflect the Company's best interests and in accordance with applicable law and NASDAQ rules.

Corporate Governance

7. Develops, periodically reviews, and recommends to the Board a set of corporate governance principles applicable to the Company.
8. Prepares and recommends to the Board a process for the regular review and evaluation of the performance of the members of the Board and the committees of the Board.
9. Periodically reviews the Board's policies for director compensation and stock ownership, and recommends to the Board compensation programs for directors.
10. Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
11. Periodically reviews, in light of new legislation and other developments, the Company's Code of Business Conduct and Ethics, and recommends to the Board any changes to such Code as the Committee deems appropriate.
12. Evaluates annually its performance and the adequacy of this Charter, including compliance with applicable law and NASDAQ rules, and recommends to the Board any changes to this Charter as the Committee deems appropriate.

EXHIBIT A

Director Nominations Process

Our Bylaws contain provisions that address the process by which a stockholder may nominate an individual to stand for election to the Board at our annual meeting of stockholders. Historically, we have not had a formal policy concerning stockholder recommendation to the Committee (or its predecessors), other than the provisions contained in our Bylaws. To date, we have not received any recommendations from stockholders requesting that the Committee (or any predecessor) consider a candidate for inclusion among the Committee's slate of nominees in our proxy statement, and therefore we believe that no formal policy, in addition to the provisions contained in our Bylaws, concerning stockholder recommendations is needed.

In evaluating director nominees, the Committee considers the following factors:

- the appropriate size of the Board;
- the needs of the Company with respect to the particular talents and experience of its directors;
- the knowledge, skills and experience of nominees, including experience in technology, business, finance, administration or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board;
- familiarity with the business and industry of the Company;
- experience with accounting rules and practices; and
- the desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members.

The goal of the Committee is to assemble a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience.

Other than the foregoing, there are no stated minimum criteria for director nominees, although the Committee may also consider such other factors as it deems to be in the best interests of the Company and its stockholders. The Committee does, however, believe it appropriate that a majority of the members of the Board meet the definition of "independent director" under the rules of the NASDAQ. The Committee also believes it appropriate for certain key members of the Company's management to participate as members of the Board.

The Committee identifies nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to the Company's business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. If any member of the Board does not wish to continue

in service or if the Board decides not to re-nominate a member for re-election, the Committee identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the Committee and Board are polled for suggestions as to individuals meeting the criteria of the Committee. Research may also be performed to identify qualified individuals. We have also engaged third parties and search firms to identify or evaluate or assist in identifying potential nominees.