

**CHARTER FOR THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
RASER TECHNOLOGIES, INC.**

(Adopted by the Board of Directors and effective on April 12, 2005)
(Amended and restated on January 11, 2010)

PURPOSE OF THE COMMITTEE

The Nominating and Governance Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Raser Technologies, Inc. (the “*Corporation*”). The purpose of the Committee is to assist the Board in fulfilling its responsibility with respect to corporate governance of the Corporation. To carry out this purpose, the Committee shall:

- develop and recommend to the Board the governance principles applicable to the Corporation;
- oversee the evaluation of the Board and management of the Corporation;
- recommend to the Board director nominees for each committee; and
- assist the Board by identifying prospective director nominees and determine the director nominees for annual meetings of shareholders.

In addition, the Committee will undertake those specific responsibilities and duties listed below and such other duties as the Board may from time to time prescribe.

COMMITTEE MEMBERSHIP AND ORGANIZATION

Composition. The Committee shall be comprised of no fewer than three (3) members of the Board. All members of the Committee shall be appointed by the Board, shall be independent of the Corporation and its affiliates, shall have no relationship to the Corporation or its affiliates that may interfere with the exercise of their independent judgment in carrying out their responsibilities, and shall otherwise be deemed “independent directors” as defined in Section 303A.02 of the NYSE Listed Company Manual.

Meetings and Organization. The Committee will meet at least four times each year. The Committee may establish its own schedule, which it will provide to the Board in advance. Special meetings may be convened as required. The Board may designate one member of the Committee as its Chairperson. The Committee, or its Chairperson, shall report orally to the full Board on the results of all Committee meetings. The Committee may choose as its secretary such person as the Committee deems appropriate. The Committee may invite to its meetings other directors, officers or employees of the Corporation, or

other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may, to the extent permitted by applicable law, NYSE Rules and the Certificate of Incorporation and Bylaws of the Corporation, form and delegate authority to subcommittees when appropriate.

Minutes. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Reports. Consistent with this Charter, the Committee Chairperson shall make regular reports to the Board on the actions and recommendations of the Committee.

Compensation. Members of the Committee shall receive compensation for their service as members of the Committee in such amount and form as the Board shall determine in its sole discretion. Such fees may include retainers and per meeting fees. Any changes in such compensation shall be determined by the Board in its sole discretion. No member of the Committee may receive any compensation from the Corporation other than the fees that they receive for service as a member of the Board or any committee thereof and except as permitted by the NYSE.

COMMITTEE RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Corporate Governance Generally

- developing principles of corporate governance and recommending them to the Board for its consideration and approval.
- reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and that they are being complied with.
- recommending ways to enhance communications and relations with shareholders of the Corporation, and, if deemed appropriate by the Committee, developing and documenting a process for shareholders to send communications to the Board and identifying the directors to whom such communications may be sent.
- reviewing periodically the succession planning for executive management of the Corporation, reporting Committee findings and recommendations to the Board, and working with the Board in evaluating potential successors to such positions.
- overseeing compliance by the Board and its committees with applicable laws and regulations, including the NYSE Rules and the rules and regulations promulgated by the SEC.
- establishing and maintaining an orientation program for new directors.

- overseeing and implementing, as necessary or as required by applicable laws and regulations, director continuing education programs.

Board Composition, Evaluation and Nominating Activities

- determining, as from time to time deemed appropriate by the Committee, the criteria for qualification and selection of directors for election to the Board, including the consideration of issues of character, judgment, diversity, age, expertise, corporate experience, length of service, other time commitments, independence (under the various standards applicable to the Board and its committees), depth and breadth of experience within the Corporation's industry and otherwise, leadership ability and the like.
- developing and updating a long-term plan for the composition and size of the Board that takes into consideration the current strengths, independence, skills and experience of members of the Board, retirement dates and the strategic direction of the Corporation.
- identifying and evaluating possible director candidates against such criteria and long-term plan, including current directors eligible for re-election, and either (1) select candidates for nomination to the Board or (2) recommend candidates for the Board's selection; in performing these duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms.
- considering and, if deemed appropriate by the Committee, adopting director qualification requirements related to the number of boards of directors on which a director may sit and director tenure, retirement and succession.
- establishing policies for reviewing the continued appropriateness of Board membership when an individual director changes the position he or she held when elected or appointed to the Board.
- developing and documenting a policy with respect to the Corporation's consideration of director candidates recommended by the shareholders of the Corporation.
- overseeing the Board performance evaluation process, including conducting periodic surveys of director observations, suggestions and preferences, and reviewing the self-evaluation of each director, and, if necessary, recommending remedial action or termination (for cause or for other appropriate reasons) of membership of individual directors in accordance with the Board's governance principles.
- reviewing the composition, size, organization and governance of the Board and its committees, determining future Board and committee requirements, and making recommendations regarding the foregoing to the Board for approval.
- evaluating director compensation, consulting with outside consultants or with the

Corporation's Human Resources department when deemed appropriate by the Committee, and making recommendations to the Board regarding director compensation.

- reviewing the disclosure included in any Annual Report on Form 10-K (or Form 10-KSB, as applicable) or proxy statement of the Corporation regarding the policies and procedures for the Committee's consideration of director candidates or other matters within the Committee's scope of responsibility.

Board Committees

- reviewing periodically the charter and composition of each Board committee and making recommendations to the Board for any proposed changes, creating additional Board committees or changing the mandate or dissolving Board committees.
- recommending to the Board the nominees of directors to be selected for membership on each Board committee.
- reviewing and re-examining this Charter annually and making recommendations to the Board for any proposed changes.
- annually reviewing and evaluating the performance of the Committee.

Conflicts of Interest

- reviewing, approving and monitoring compliance with the Corporation's code of ethics.
- considering questions of possible conflicts of interest of Board members and of corporate officers.
- reviewing actual and potential conflicts of interest of Board members and corporate officers, and clearing any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity.
- reviewing, approving and monitoring all service by executive officers of the Corporation on outside boards of directors.
- reviewing and approving in advance any proposed related party transactions, including without limitation approving all transactions required to be disclosed pursuant to Item 404 of the SEC's Regulation S-K (or Regulation S-B, as applicable).

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Corporation. In performing its responsibilities and duties, the Committee shall have the authority to

obtain advice, reports or opinions from internal or external legal counsel, accounting advisors or other advisors and experts at the Corporation's expense.