



**Vertex Energy, Inc.**

**Vertex Energy, Inc. (the “Company”)  
Related Party Transaction Committee Charter**

**Role:**

The Related Party Transaction Committee’s role is to review and pre-approve of any and all related party transactions including, but not limited to those transactions between the Company and “affiliates” or “associates” of the Company (as such terms as defined under Rule 405 of the Securities Act of 1933, as amended); and/or any other entities or individuals that the Board requests the Committee to review (collectively “**Related Parties**”).

**Membership:**

The membership of the Committee will consist of at least two directors of the Company, who shall satisfy the definition of “**independent**” under the listing standard of the NASDAQ Capital Market, or such other exchange(s) upon which the Company’s securities are then listed from time to time (the “**Exchange**”). If the Committee is comprised of at least three members, one or more directors who are not “**independent**” as defined under the rules of the Exchange may also serve on the Committee, as long as a majority of the Committee is “**independent**”.

**Operations:**

The Board shall designate one member of the Committee to act as its chairperson. The Committee will meet a minimum of four times a year (once a quarter). Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of the Company’s Articles of Incorporation, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Nevada.

**Authority:**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to outside counsel, and other advisors as it deems appropriate and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

**Performance Evaluation:**

The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

**Responsibilities:**

The Committee's sole responsibility is to review and pre-approve any and all related party transactions involving the Company, its directors and any Related Party.