

**STRATEGIC PLANNING COMMITTEE CHARTER
OF
MITCHAM INDUSTRIES, INC.**

The Board of Directors (the “*Board*”) of Mitcham Industries, Inc. (the “*Company*”) approves and adopts the following Strategic Planning Committee Charter to specify the purpose, composition and responsibilities of the Strategic Planning Committee (the “*Committee*”).

I. PURPOSE

The function of the Committee is to assist the Board and the Chief Executive Officer in their oversight of the Company’s long-term strategy development and implementation.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Notwithstanding the foregoing, the Committee’s responsibilities are limited to oversight. It is not the duty of the Committee to develop the Company’s strategic plan or implement such plan. Instead, such duties remain the responsibility of the management of the Company, subject, however, to the general oversight responsibilities of the Board. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the information provided to the Committee by such persons, professionals or experts.

II. COMPOSITION

The Committee shall consist of not less than three members of the Board.

The members of the Committee and the Chairman shall be selected annually by the Board, based on the recommendation of the Nominating Committee, and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

III. AUTHORITY AND RESPONSIBILITIES

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to do the following actions.

The Committee shall from time to time as requested by the Board or when the Committee deems it appropriate:

1. Review with management of the Company the process for development, approval and modification of the Company's strategy and strategic plan;
2. Review with management of the Company the key issues, options and external developments impacting the Company's strategy;
3. Assure that the Board has an opportunity for a thorough and timely review of the Company's strategy development and strategic plan;
4. Monitor enterprise risks that may effect the Company and assist management of the Company in addressing such risks in the Company's strategic plan and
5. Meet with management of the Company periodically to monitor the Company's performance and ensure that the Board is regularly apprised of the Company's progress with respect to implementation of the approved strategy.

The Committee shall have the authority to:

1. Conduct any investigation with respect to the Company's operations that is appropriate to fulfilling its responsibilities, and shall have direct access to as anyone in the Company.
2. Retain and determine funding for independent legal, accounting and other advisors as deems necessary or appropriate to fulfill its responsibilities. The Committee is empowered, without further action of the Board, to cause the Company to pay the compensation of such advisors as the Committee shall so engage.
3. Delegate to its Chairman or any of its members the responsibility for any particular matters, or one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

IV. PROCEDURES

1. Meetings. The Committee shall meet at the call of the Chairperson, two or more members of the Committee, or the Chairman of the Board. The Committee shall meet at least one time annually and may meet more

frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Bylaws of the Company. Meetings of the Committee shall be held at such time and place, and upon such notice, as the Chairman of the Committee may from time to time determine. The Committee shall keep such records of its meetings as it deems appropriate. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or the Chairperson may determine.

2. Meeting Agenda. The Chairman of the Committee shall develop the agenda for each meeting and in doing so may consult with management, the independent auditor and legal counsel.
3. Quorum and Approval. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present (or, if the quorum consists of two members of the Committee, both members present). The Committee may also act by unanimous written consent in lieu of a meeting.
4. Rules. The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, at any meeting thereof.
5. Reports. The Committee shall make regular reports to the Board, directly or through the Chairperson.
6. Review of Charter. Each year, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
7. Performance Review. Each year, the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.
8. Fees. Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or Chairperson of, the Committee.

Except as specifically provided in this Charter, the provisions of the Bylaws of the Company with respect to committees of the Board shall apply to the Committee.