

**NOMINATING COMMITTEE CHARTER  
OF  
MITCHAM INDUSTRIES, INC.**

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

**I. PURPOSE**

The purposes of the Committee are to:

1. Identify individuals qualified to become Board members;
2. Recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders; and
3. Perform such other functions as the Board may assign to the Committee from time to time.

**II. COMPOSITION**

The Committee shall consist of such number of directors as the Board from time to time determines. Each member of the Committee shall be “independent,” as defined by applicable laws, the rules of the Securities Exchange Commission and the listing requirements of the The Nasdaq Stock Market. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and the Chairman shall be selected annually by the Board 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.

**A. *Authority***

The Committee shall have the authority to:

1. Conduct or authorize investigations into any matter within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
2. Retain and determine funding for independent legal counsel and other advisors as it 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 so engages.
3. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances.

***B. Responsibilities***

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall:

1. Identify individuals qualified to become Board members.
2. Recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders, and the persons to be elected by the Board to fill any vacancies on the Board.
3. Recommend to the Board the directors to be appointed to the Committee.
4. Review with the Board, from time to time, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole.

**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 as often as it deems necessary in order to perform its responsibilities. 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 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.