

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

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

I. PURPOSE

The function of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the:

1. Integrity of the Company’s financial statements;
2. Company’s compliance with legal and regulatory requirements;
3. Independent auditor’s qualifications, independence and performance;
and
4. Effectiveness of the Company’s system of internal control over annual and interim financial reporting.

II. COMPOSITION

The Committee shall consist of not less than three members of the Board. Each member of the Committee shall be “independent,” as defined by applicable laws, the rules of the Securities Exchange Commission (the “*SEC*”) and the listing requirements of the The Nasdaq Stock Market. Each member of the Committee shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, and at least one member of the Committee shall be an “audit committee financial expert,” as defined by applicable SEC rules. Committee members may enhance their familiarity with finance and accounting by participating in educational programs. 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, 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.

A. *Oversight Over Accounting and Financial Reporting*

The Committee shall:

1. Prior to the filing of the Company's Annual Report on Form 10-K, review and discuss with management and the independent auditor the annual audited financial statements, including disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in such report, and the results of the audit.
2. Prior to the filing of the Company's Quarterly Reports on Form 10-Q, review and discuss with management and the independent auditor the interim unaudited quarterly financial statements, including disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in such reports, and the independent auditor's review of the interim financial statements.
3. Prior to the release of quarterly and annual earnings, review and discuss with management and the independent auditor all earnings press releases.
4. Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any material issues as to the adequacy of the Company's systems of internal control and any corrective actions or special procedures adopted in light of material control deficiencies.
5. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
6. Based on the review and discussions with management and independent auditor contemplated by this Charter, determine whether to recommend to the Board that the audited annual financial statements be included in the Company's Annual Report on Form 10-K.
7. Prepare for inclusion in the Company's annual proxy statement the report required by SEC rules.

B. *Oversight of the Independent Auditor*

The Committee shall:

1. Be directly responsible for the appointment, compensation, retention, oversight and, when necessary, termination of the independent auditor engaged (including resolution of disagreements with management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing audit, review or attest services for the Company.
2. At least annually, assess the independence of the independent auditor by requiring that the independent auditor submit to the Committee on a periodic basis a formal written statement delineating all relationships between the independent auditor and the Company (including the disclosures required by Independence Standards Board Standard No. 1), and by actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact their objectivity and independence.
3. Obtain and review the reports required to be made by the independent auditor under paragraph (k) of Section 10A of the Securities Exchange Act of 1934, as amended, regarding: (a) critical accounting policies and practices; (b) alternative treatments of financial information within generally accepted accounting principles that have been discussed with Company management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and the Company's management, such as any management letter.
4. Discuss with the independent auditor the matters required to be discussed by Statement of Auditing Standards No. 61, as amended, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
5. Obtain and review at least annually a report by the independent auditor describing the firm's internal quality-control procedures, any material issues raised within the preceding five years by the most recent internal-quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or other authority relating to any audit conducted by the firm, and any steps taken to deal with any such identified material issues.

6. Establish policies and procedures for the pre-approval, as appropriate, of all audit services and all permitted non-audit services to be performed for the Company by the independent auditor, subject only to the de minimis exceptions for permitted non-audit services.
7. Meet with the independent auditor in executive session to, among other matters, help evaluate the fullness and accuracy of the Company's financial accounting and reporting.

C. *Other Responsibilities*

The Committee shall:

1. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
2. Conduct an appropriate review of all related person transactions (as defined by the SEC Regulation S-K, Item 404) for potential conflict of interest situations on an ongoing basis and approve all such transactions.

D. *Other Authority*

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 the independent auditor as well 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 four times annually and may meet more frequently as circumstances dictate; at least two of such annual meetings shall be in executive session (without management present). 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.