

**NOMINATING COMMITTEE CHARTER**  
**OF**  
**SAEXPLORATION HOLDINGS, INC.**

**Purpose**

The purposes of the Nominating Committee (the “Nominating Committee”) of the Board of Directors (“Board”) of SAExploration Holdings, Inc. (“Company”) are to identify and recommend to the Board high quality individuals qualified to serve as directors of the Company and to advise the Board with respect to the composition of the Board and Board committees.

**Committee Membership**

The Nominating Committee shall consist of at least three members of the Board as determined from time to time by the Board. Each member shall be “independent” in accordance with the listing standards of The NASDAQ Stock Market, LLC, as amended from time to time.

The Board shall appoint the members of the Nominating Committee at the first Board meeting following the annual meeting of stockholders, and such members shall serve for such term or terms as the Board may determine or until their earlier resignation. Nominating Committee members may be replaced by the Board at any time with or without cause. The Board shall designate a member of the Nominating Committee as the Chairman. The Chairman, if present, shall preside at each meeting of the Nominating Committee. The Chairman may counsel with the executives of the Company and shall perform such other duties as may from time to time be assigned to him by the Nominating Committee or the Board of Directors.

**Meetings**

The Nominating Committee shall meet as often as it determines, but not less than two times per year. The Nominating Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Nominating Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Nominating Committee or to meet with any members of, or consultants to, the Nominating Committee.

## **Committee Authority and Responsibilities**

The Nominating Committee shall make regular reports to the Board. The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Nominating Committee shall:

1. Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, guidelines to be considered in selecting nominees for director. The initial Board of Directors Candidate Guidelines are attached hereto as Exhibit A.
2. Identify and screen individuals qualified to become members of the Board, consistent with the criteria approved by the Board. The Nominating Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in this Charter and described in the Company's proxy statement, and also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.
3. Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
4. Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.
5. Identify and make recommendations to the Board regarding the selection and approval of candidates to fill any vacancy on the Board and/or any Board committee.
6. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
7. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
8. Establish subcommittees for the purpose of evaluating special or unique matters.

The Nominating Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of a director search firm, outside counsel, an executive search firm and such other advisors as it deems necessary or advisable to fulfill its duties and responsibilities under this Charter. The Nominating Committee shall set the compensation and oversee the work of any such advisors. The Nominating Committee

shall receive appropriate funding from the Company, as determined by the Nominating Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

## **EXHIBIT A**

### **SAExploration Holdings, Inc.**

#### **Board of Directors Candidate Guidelines**

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (“Board”) of SAExploration Holdings, Inc. (the “Company”) will identify, evaluate and recommend candidates to become members of the Board with the goal of creating a balance of knowledge and experience. The Nominating Committee will consider persons identified by its members, the Board, management, stockholders and others. The Company’s stockholders may submit nominations to the Board in accordance with the Company’s policy, a copy of which is attached hereto.

Candidates will be reviewed in the context of current composition of the Board (including the diversity in background, experience and viewpoints of the Board), the operating requirements of the Company and the long-term interests of the Company’s stockholders. In conducting this assessment, the Nominating Committee will consider and evaluate each director-candidate based upon its assessment of whether the candidate:

- Is independent pursuant to the requirements of The NASDAQ Stock Market, LLC;
- Has demonstrated notable or significant achievements in business, education or public service and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company;
- Has the ability to read and understand basic financial statements, and, if appropriate, satisfies the criteria for being an “audit committee financial expert,” as defined by the rules and regulations of the Securities and Exchange Commission;
- Possesses the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations;
- Has knowledge of the Company and issues affecting the Company; and
- Has the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the Company’s stockholders and would be willing to apply sound, objective and independent business judgment, and to assume broad fiduciary responsibility.

The Nominating Committee may require certain skills or attributes, such as financial or accounting experience, to meet specific Board needs that arise from time to time and will also consider the overall experience and makeup of the Board to obtain a broad and

diverse mix of Board members. The Nominating Committee does not distinguish among, and will consider, nominees recommended by stockholders and other persons.

## **SAExploration Holdings, Inc.**

### **Stockholder Recommendations for Directors**

Stockholders who wish to recommend to the Nominating Committee (the “Nominating Committee”) of the Board of Directors (“Board”) of SAExploration Holdings, Inc. (the “Company”), a candidate for election to the Board should send their letters to the Nominating Committee at 1160 Dairy Ashford Rd., Suite 160, Houston, Texas 77079. The Corporate Secretary will promptly forward all such letters to the members of the Nominating Committee. Stockholders must follow certain procedures to recommend to the Nominating Committee candidates for election as directors. In general, in order to provide sufficient time to enable the Nominating Committee to evaluate candidates recommended by stockholders in connection with selecting candidates for nomination in connection with the Company’s annual meeting of stockholders, the stockholder’s recommendation should be delivered to the Corporate Secretary no later than thirty (30) days after the end of the Company’s fiscal year.

The recommendation must contain the following information about the candidate:

- Name;
- Age;
- Business and current residence addresses, as well as residence addresses for the past 20 years;
- Principal occupation or employment and employment history (name and address of employer and job title) for the past 10 years (or such shorter period as the candidate has been in the workforce);
- Educational background;
- Permission for the Company to conduct a background investigation, including the right to obtain education, employment and credit information;
- The number of shares of common stock of the Company beneficially owned by the candidate;
- The information that would be required to be disclosed by the Company about the candidate under the rules of the SEC in a Proxy Statement soliciting proxies for the election of such candidate as a director (which currently includes information required by Items 401, 404 and 405 of Regulation S-K); and
- A signed consent of the nominee to serve as a director of the Company, if elected.