

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF THE BOARD OF DIRECTORS OF
ALTA MESA RESOURCES, INC.**

ADOPTED ON FEBRUARY 9, 2018

I. PURPOSE OF THE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become members of the board of directors (the “Board”) of Alta Mesa Resources, Inc. (the “Company”) consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders and to oversee the evaluation of the Board and management.

II. COMPOSITION OF THE COMMITTEE

Subject to any applicable permissible phase-in period as authorized under the Corporate Governance Requirements in the the listing standards of the Nasdaq Capital Market (“Nasdaq”), each member of the Committee shall qualify as an independent director under the standards established by Nasdaq. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES AND AUTHORITY OF THE COMMITTEE

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws in effect from time to time that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws in effect from time to time.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

1. **Director Nominees.** The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. ***Board Committee Structure and Membership.*** The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

3. ***Board and Management Evaluations.*** The Committee will oversee the annual self-evaluations of the Board and management.

4. ***Other Corporate Governance Matters.*** The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation in effect from time to time, the Company's bylaws in effect from time to time, and the charters of the Company's other committees.

5. ***Reports to the Board of Directors.*** The Committee must report regularly to the Board regarding the activities of the Committee.

6. ***Committee Self-Evaluation.*** The Committee must at least annually perform an evaluation of the performance of the Committee.

7. ***Review of this Charter.*** The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.