

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

(Amended and Restated Effective February 25, 2019)

I. PURPOSE OF THE COMMITTEE

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Alta Mesa Resources, Inc. (the “Company”). The purpose of the Committee is to develop and oversee corporate governance applicable to the Company, identify individuals qualified to become members of the Board 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 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 skills as well as other credentials and qualifications, including, but not limited to, those set forth in the Company’s Corporate Governance Guidelines, 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 and committee chairpersons, including, without limitation, a determination of whether one or more Audit Committee members qualifies as a “financial expert” in accordance with applicable law.

3. ***Independence.*** The Committee shall ensure that the Board and each of the Board committees consist of an appropriate number of “independent” directors within the meaning of, and in accordance with, all laws and rules applicable to the Company, the Company’s Corporate Governance Guidelines and bylaws and the Company’s Board committee charters.

4. ***Officer Recommendations.*** The Committee will annually recommend to the Board the slate of officers for the Company.

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

6. ***Corporate Governance Guidelines.*** The Committee shall, at least annually, review and reassess the adequacy of the Company’s Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

7. ***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.

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

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

10. ***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.