

MESA ENERGY HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
(As adopted December 15, 2011)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Mesa Energy Holdings, Inc. (the “Company”) is to assist the Board in (i) identifying qualified individuals to become Board members, (ii) determining the composition of the Board and its committees, (iii) developing succession plans for executive officers (iv) monitoring a process to assess Board effectiveness and (v) developing and implementing the Company’s corporate procedures and policies.

II. Membership

The Committee shall be composed of two or more directors, each of whom shall be free from any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment and must be found by the board to qualify as an “independent director” under the rules of the NYSE Amex Company Guide (the “AMEX Company Guide”), unless the Board determines that an exemption to such qualification is available under rules of the AMEX Company Guide.

Members of the Committee shall serve at the pleasure of the Board and may be removed from the Committee at the Board’s sole and absolute discretion. Members shall serve until their successors shall be duly appointed and qualified. The Committee’s chairperson shall be designated by the full Board or, if the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

III. Meetings

The Committee shall meet, in person, telephonically or otherwise, at least annually. The Committee may also hold special meetings or act by unanimous written consent, as may be required.

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The Committee shall keep minutes of each of its meetings and report its actions and any recommendations to the Board after each of the Committee’s meetings.

The Committee meetings will be governed by the quorum and other procedures generally applicable to meetings of the Board under the Company’s by-laws, unless otherwise stated in the by-laws or by resolution of the Board or the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

IV. **Authority and Responsibilities**

The Committee will have the following authority and principal responsibilities:

1. Identifying individuals qualified to become members of the Board (consistent with any criteria or procedures that the Board or this Committee shall approve), conducting background checks for those individuals it would like to recommend to the Board as director nominees and recommending to the Board selections as needed for Director nominees for each annual meeting of stockholders and filling vacancies on the Board that may occur between annual meetings of stockholders;
2. Considering any qualified candidate for an open Board position timely submitted to the Committee by any security holder of the Company entitled to vote in an election of Directors (consistent with the Company's charter, by-laws, and any criteria or procedures that the Board or this Committee shall approve);
3. Making recommendations to the Board as to membership on the Board's committees and as to the appointment of a chairman for each committee of the Board;
4. Overseeing the evaluation of management's performance and the Board's and Board committees' performance, including overseeing an annual self-evaluation of the Board and each standing committee;
5. Formulating procedures for security holders to send communications to the Board;
6. Formulating and recommending to the Board for adoption a policy regarding attendance of directors at annual meetings of the Company's shareholders;
7. Developing and recommending to the Board any revision to the Company's corporate governance policies or procedures;
8. Endeavoring to establish and maintain, in conjunction with the Company's Secretary and legal counsel, an informal orientation and continuing education program for Directors to familiarize and update Directors as to the Company's strategic plans; significant financial, accounting and risk management matters; compliance programs; Code of Ethics and Business Conduct; principal officers; and internal and independent auditors;
9. Endeavoring to plan for the succession of the Company's Chief Executive Officer, which may include identifying potential candidates for, and making recommendations to, the full Board with respect to potential successors and discussing with the Chief Executive Officer a succession plan for key senior officers of the Company, with an assessment of senior managers and their potential to succeed the Chief Executive Officer and other senior management positions;
10. Evaluating at least annually whether any change to this Charter is necessary or appropriate;

11. Appointing subcommittees to perform any or all of its functions and delegating to appropriate Company officers execution of certain actions as may be appropriate from time to time; and
12. Performing any other activity consistent with this Charter and the Company's by-laws or as required under the rules and regulations of the Securities and Exchange Commission and the NYSE Amex, as in effect from time to time, pertaining to the nomination of directors or the administration of corporate governance by the Board.