

MESA LABORATORIES, INC.
CHARTER OF THE NOMINATING COMMITTEE
AUTHORITY AND PURPOSE

The Nominating Committee (the “Committee”) of Mesa Laboratories, Inc. (the “Corporation”) is appointed by the Corporation’s Board of Directors (the “Board”) (1) to assist the Board by identifying individuals qualified to become Board members, and to approve and recommend to the Board the director nominees for the next annual meeting of stockholders; (2) to lead the Board in its annual review of the Board’s performance; and (3) to recommend to the Board director nominees for each committee. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Corporation’s Bylaws and by applicable law.

COMMITTEE MEMBERSHIP

The Committee members (the “Members”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least three (3) members of the Board. Each member must meet the independence requirements of the Nasdaq Stock Market, provided that the Board may determine it to be in the best interests of the Corporation and its stockholders to have one (1) director who is not independent, in which case the Board must disclose the reasons for its determination in the Corporation’s first annual proxy statement subsequent to such determination, as well as the nature of the relationship between the Corporation and director. Such non-independent director may not be a current employee or officer, or an immediate family member of a current employee or officer, and such director’s service on the Committee may not exceed two years. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

DUTIES AND RESPONSIBILITIES

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
3. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year.
4. The Committee may form and delegate authority to subcommittees when appropriate.

In considering potential new directors, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are board experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Corporation’s industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board’s attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees.

A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a corporation is to represent the interests of the stockholders as a whole.

The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

CONDUCT OF BUSINESS

The Committee shall conduct its business in accordance with this Charter and any direction by the whole Board of Directors. The Committee shall report, at least annually, to the Board. Prior to the annual meeting of stockholders, the Committee will approve and recommend to the Board the persons who will be nominees of the Board of Directors for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider candidates recommended by stockholders of the Corporation. The Committee shall annually review its own performance.

MEETINGS

The Committee will meet at least annually.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.