

Mesa Air Group, Inc.
Corporate Governance/Nominating Committee Charter
Fiscal Year 2014

Committee Membership

The Corporate Governance/Nominating Committee of the Board of Directors of the Company shall consist of at least three Directors. The members of the Committee and its Chair shall be appointed by the Board and may be removed by the Board at its discretion. All members of the Committee shall, in the Board's judgment, meet the applicable independence requirements of the Financial Industry Regulatory Authority ("FINRA").

The Committee's Purpose

The purpose of the Corporate Governance/Nominating Committee is to assist the Board in identifying qualified individuals to become Board members, nominate Directors to serve on and to chair the Board Committees, and recommend to the Board any improvements to the Company's corporate governance guidelines as it deems appropriate. The Committee shall also assist the Board in continuing education, new director orientation, assessment of board effectiveness and strategic planning.

The Committee Chairman

The Chairman of the Corporate Governance/Nominating Committee will be appointed periodically by the Board. The Chairman shall preside over meetings of the Committee and shall participate in the preparation for Committee meetings.

Committee Authority and Responsibilities

The authority and responsibilities of the Corporate Governance/Nominating Committee are:

1. To lead the search for individuals qualified to become members of the Board. In obtaining the names of possible new nominees, the Committee may make its own inquiries and will receive suggestions from other Directors, stockholders and other sources. All potential nominees must first be considered by the Committee before being contacted as possible nominees and before having their names formally considered by the full Board.
2. In conducting its search for individuals qualified to become members of the Board, the Committee has the express authority to retain a search firm to assist the Committee in recognizing, examining, and drawing potential directors. The Committee has authority to retain such a firm and to approve the firm's fees and other conditions of service.
3. To evaluate the suitability of potential nominees for membership on the Board, taking into consideration the Board's current composition, including expertise, diversity, and balance of inside, outside and independent directors, and considering the general qualifications of the potential nominees, such as:

- (a) Unquestionable integrity and honesty;
- (b) The ability to exercise sound, mature and independent business judgment in the best interests of the shareholders as a whole;
- (c) Recognized leadership in business or professional activity;
- (d) A background and experience that will complement the talents of the other Board members
- (e) Willingness and capability to take the time to actively participate in Board and Committee meetings and related activities;
- (f) Ability to work professionally and effectively with other Board members and the Company's management;
- (g) An age to enable the Director to remain on the Board long enough to make an effective contribution;
- (h) Lack of realistic possibilities of conflict of interest or legal prohibition;

and see that all necessary and appropriate inquiries are made into the backgrounds of such candidates.

4. To recommend to the Board the number and names of proposed nominees for election as Director at the Annual Meeting of Shareholders and, in the case of a vacancy on the Board, the name of an individual to fill the vacancy.

5. To monitor trends and best practices in corporate governance, periodically review the corporate governance guidelines and recommend changes as it deems appropriate in those guidelines, in the corporate governance provisions of the Company's By-Laws, and in the policies and practices of the Board, including:

- (a) Retirement age and resignation policies;
- (b) Other board service, conflict of interest issues and other affiliations;
- (c) Schedule, agendas and conduct of executive sessions.

6. To annually review and make recommendations to the Board regarding its process for evaluating the effectiveness of the Board and its Committees. The Committee shall oversee the annual assessment of board effectiveness and report to the Board.

7. To periodically review and make recommendations to the Board regarding strategic initiatives and new Director orientation and Director continuing education.

8. To annually recommend to the Board following the annual meeting of shareholders, committee membership and chairs and review periodically with the Board Committee rotation practices.

Committee Meetings. Support and Evaluation

The Corporate Governance/Nominating Committee shall meet at least two times a year, or more often as circumstances require, keep minutes of its proceeding and report regularly to the Board.

The Corporate Governance/Nominating Committee may invite to its meetings any director, officer of the Company or such other person as it deems appropriate to assist it in performing its responsibilities,

and has the authority to retain independent search or other consultants to assist it in identifying potential Director nominees, and to terminate any such search, in its sole discretion, and to approve related fees and other retention provisions.

The Corporate Governance/Nominating Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the strategic initiatives and accomplishments and report their finding to the Board. The Committee shall review annually the adequacy of this charter and recommend any changes that it deems appropriate to the Board for approval.

Corporate Secretary