

**APPROACH RESOURCES INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Adopted as of November 4, 2014

Article I. Purpose and Duties

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Approach Resources Inc. (the “Company”) shall be to (i) assist the Board by identifying individuals qualified for election and re-election as Board members and to recommend to the Board director nominees for election by the stockholders or appointment by the Board, as the case may be; (ii) recommend to the Board director nominees for each committee of the Board; (iii) develop and maintain the Company’s corporate governance policies; and (iv) act on specific matters within its delegated authority, as determined by the Board from time to time. The Committee shall have the following responsibilities:

1. The Committee shall assess and develop the Company’s corporate governance guidelines, monitor industry developments and governance practices, and make recommendations to the Board regarding improvements.
2. The Committee shall develop and recommend director qualifications to the Board for its approval.
3. The Committee shall establish procedures for evaluating the suitability of potential director nominees proposed by members of the Board, the Chief Executive Officer (the “CEO”) or the stockholders.
4. The Committee shall identify and recommend potential director nominees for election by the stockholders or appointment by the Board, as the case may be, which recommendations shall be consistent with the director qualifications approved by the Board and independence requirements imposed by law, regulation or NASDAQ Listing Rule, as applicable.
5. The Committee shall review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status and recommend to the Board whether the director should be re-nominated.
6. The Committee shall assess the size, composition and leadership of the Board, including the appointment of any lead independent director and whether any additional skills, backgrounds or talents are needed, and make recommendations to the Board regarding same.

7. The Committee shall develop and recommend Board committee size, structure and responsibilities.
8. The Committee shall make regular reports to the Board.
9. The Committee shall develop, recommend and implement a process for the assessment of the effectiveness of the Board, each committee and the Board members, and administer such assessments as often as determined by the Board. When deemed appropriate by the Committee, the Committee may delegate authority to any lead independent director to oversee such assessments.
10. The Committee shall perform any other activities or duties delegated or assigned to the Committee by the Board or requested by the CEO from time to time.
11. The Committee shall review and reassess on at least an annual basis the adequacy of this Nominating and Corporate Governance Committee Charter (this “Charter”) and recommend appropriate changes to the Board.

Article II. Membership

The Committee shall be composed of two or more directors as determined by resolution of the Board. Each member of the Committee must individually meet the independence requirements imposed by law, regulation and the NASDAQ Listing Rules, if and as applicable.

The members of the Committee shall be elected by the Board to serve until their successors shall be duly elected and qualified, or until the Committee member ceases to be a Board member, if earlier. No member of the Committee shall be removed except by majority vote of the Board. Unless the Board elects a Chairperson to the Committee, a Chairperson may be designated by a majority vote of the full Committee. Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by resolution of the Board.

The Committee has the authority to delegate any of its duties and responsibilities to any subcommittee of the Committee.

Article III. Meetings

The Committee may determine its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter. The Committee shall meet at least twice a year and as often as it determines appropriate and may hold special meetings as circumstances require. A majority of the Committee members participating in a meeting shall constitute a quorum. The Chairperson of the Committee will chair all meetings of the Committee and set the agendas for the Committee meetings. If the Chairperson is absent from a meeting (or not designated by the Board), a majority of the full Committee present at such meeting will designate an acting chairperson for purposes of that meeting. A majority of members present at any meeting at

which a quorum is present may act on behalf of the Committee. The Committee will keep minutes of all proceedings and will report its actions to the Board.

The Committee may ask members of management and others to play an active role in the director nominating process by making candidate recommendations to the Committee, discussing such candidates with the Committee and actively participating in recruiting candidates. The Committee and the CEO and President of the Company will work closely together in the recruiting of new candidates for director.

Article IV. Authority

The Committee has the resources and authority necessary to fulfill the purposes of the Committee and discharge its duties and responsibilities. In particular, the Committee may, at the Company's expense, retain outside counsel or other experts or consultants as it deems appropriate in its sole discretion without consulting with or obtaining the approval of any officer of the Company in advance. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications.

Additionally, the Committee shall have the sole authority to engage, determine the fees and other retention terms of, and terminate a search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms. The Committee will provide the Company with an estimate of all fees and costs of any director search firm prior to the actual start date of such firm.