

DAWSON GEOPHYSICAL COMPANY

AUDIT COMMITTEE CHARTER

Composition

The members of the Audit Committee (“Committee”) shall be appointed by the Board of Directors on the recommendation of the Nominating Committee and can be replaced by the Board. The Audit Committee shall be composed of at least three directors who are independent of the management of Dawson Geophysical Company (the “Company”) and are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a committee member and are, or will shortly become, financially literate. In addition, the members shall have the financial expertise to fulfill the required responsibilities of the Audit Committee and at least one committee member will be deemed an “audit committee financial expert” as defined by the SEC.

Objective of the Audit Committee

The Audit Committee shall assist the Board of Directors in fulfilling its responsibility to the shareholders, potential shareholders, and the investment community relating to corporate accounting, reporting practices of the Company, the performance of its internal audit function and internal control over financial reporting and the quality and integrity of the financial reports of the Company.

Specific Responsibilities of the Audit Committee

In fulfilling its objective, the Audit Committee shall have the following responsibilities with respect to:

The Company’s Risks and Control Environment:

To review management’s overview of the risks and its policies, procedures, and controls for maintaining the integrity of financial reporting, taxes, financial instruments, complex transactions, finance, liquidity and capital structure;

To establish, review and update periodically a code of ethical conduct, ensure that management has established a system to enforce the code, and receive updates and briefings from management and others on how compliance with ethical policies and other relevant Company procedures is being achieved;

To review, with the Company’s counsel, legal regulatory compliance risks, including litigation, compliance with securities trading policies, the Foreign Corrupt Practices Act and other laws having a significant impact on the Company’s business or its financial statements; and

To investigate any matter brought to its attention within the scope of its duties, and retain outside counsel or other advisors for this purpose if, in its judgment, that is appropriate;

The Hiring and Termination of and Relationship with the Independent Registered Public Accounting Firm:

To select and engage the independent registered public accounting firm to audit the Company's financial statements, which firm shall report directly to the Audit Committee;

To evaluate annually the effectiveness and objectivity of such independent registered public accounting firm, and, when appropriate, replace such independent registered public accounting firm;

To have an open line of communication with the independent registered public accounting firm, who shall have ultimate accountability to the Audit Committee, as representatives of the Board of Directors and the shareholders;

To determine and approve the fees and other compensation paid to the independent registered public accounting firm including other financial services providers;

To review the independence of the independent registered public accounting firm prior to engagement;

To review with the representatives from the independent registered public accounting firm, at least annually following the engagement, their independence based upon the written disclosures and the letter from the independent registered public accounting firm required by Independent Standards Board Standard No. 1, as modified or supplemented, and To discuss with the Board of Directors any relationships that may adversely affect the independence of the independent registered public accounting firm; and

To review at least annually a report by the independent registered accounting firm of any material issues raised by the most recent Public Company Accounting Oversight Board, peer review or internal quality control review or inquiry by governmental or independent professional authorities into independent audits conducted by the firm.

The Financial Reporting Process:

To meet with the representatives from the independent registered public accounting firm and the financial management of the Company with respect to major changes to the Company's auditing and accounting principles;

To meet with the representatives of the independent registered public accounting firm (independent accountants) and the financial management of the Company, together, and with the representatives from the independent registered public accounting firm, separately, (a) prior to the performance by the independent accountants of the audit to discuss the scope of the proposed audit for the current year and the audit procedures to be utilized; and (b) at the conclusion of the audit to discuss (i) the independent accountants' judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting, the consistency of application of the Company's accounting policies and the clarity, consistency, and completeness of the entity's accounting information contained in the financial statements and related disclosures, (ii) the adequacy and effectiveness of the accounting and financial controls of the Company, including the internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper, and any recommendations for improvement of such internal control procedures or for new or more detailed controls or procedures of the Company, (iii) any other results of the audit, including any comments or recommendations, and (iv) the view of the independent accountants with respect to the

financial, accounting and auditing personnel and the cooperation that the independent accountants received during the course of the audit;

To review and discuss with the representatives of the independent registered public accounting firm and the Company's financial management the financial results before they are made public and the annual audited financial statements and quarterly financial statements including Management's Discussion and Analysis. In general, the Chairman of the Audit Committee may represent the entire committee with respect to the review and discussions about interim financial results; and

To review other reports submitted by the Company to any governmental body of the public, including any certification, report, opinion or review rendered by the independent registered public accounting firm;

Other Responsibilities of the Audit Committee:

To review and update at least annually the charter for the Audit Committee and recommend any proposed changes to the Board;

To review and assess conflicts of interest and related-party transactions and approve or disapprove such transactions;

To review in conjunction with the Chief Executive Officer and the Chief Financial Officer the effectiveness of the Company's accounting and finance departments and any requested budgetary and staffing changes;

To meet at least four times annually, or more frequently, as circumstances dictate;

To meet periodically in separate executive sessions to discuss matters deemed appropriate by the Committee. Such sessions will generally be held in conjunction with regularly scheduled meetings of the Committee.

To report to the Board of Directors the matters discussed and actions taken at each of the Audit committee meetings;

To enhance the Audit Committee effectiveness through self-assessment;

To develop, review, and oversee procedures for receipt, retention and resolution of complaints received by the Company regarding accounting, internal accounting controls and auditing matters and the confidential anonymous submission by employees regarding questionable accounting or auditing matters; and

To keep an open line of communication with the financial and senior management, any internal audit personnel, the representatives of the independent registered public accounting firm, and the Board of Directors.

In fulfilling the above responsibilities the Committee will have unlimited access, as appropriate, to Company management, financial reporting staff and other Company personnel.