

Adopted: June 24, 2011
Amended: March 18, 2014
Amended: March 18, 2015
Amended: November 22, 2019

AUDIT COMMITTEE CHARTER
OF
SAEXPLORATION HOLDINGS, INC.

Purpose

The purpose of the Audit Committee (the "Audit Committee") of the Board of Directors ("Board") of SAExploration Holdings, Inc. ("Company") is to oversee the Company's accounting and financial reporting processes and the audit of the Company's financial statements.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission ("Commission") to be included in the Company's annual proxy statement.

Committee Membership

The Audit Committee shall consist of no fewer than three members. Each member of the Audit Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 ("Exchange Act") and the rules of The NASDAQ Stock Market, LLC. No member of the Audit Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements any time during the past three years.

Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Audit Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

No member of the Committee may serve simultaneously on the audit committee of more than three other public companies without prior approval of the Board.

The members of the Audit Committee shall be appointed by the Board. Audit Committee members may be replaced by the Board at any time with or without cause. There shall be a Chairman of the Audit Committee which shall also be appointed by the Board. The Chairman of the Audit Committee shall be a member of the Audit

Committee and, if present, shall preside at each meeting of the Audit Committee. The Chairman of the Audit Committee shall advise and counsel with the executives of the Company, and shall perform such other duties as may from time to time be assigned to him by the Audit Committee or the Board of Directors.

Meetings

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Audit Committee shall meet periodically with management and the independent auditor in separate executive sessions. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Committee Authority and Responsibilities

The Audit Committee shall have the sole authority to select, retain, compensate, oversee and terminate, if necessary, the independent auditor. The Audit Committee shall be directly responsible for determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall have the authority to select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

The Audit Committee shall have the authority to approve all audit engagement fees and terms; to pre-approve all audit and permitted non-audit services to be performed for the Company by its independent auditor or other registered public accounting firms, and to establish policies and procedures for the Audit Committee's pre-approval of permitted services by the Company's independent auditor or other registered public accounting firms on an on-going basis. The Audit Committee may form and delegate authority to subcommittees of the Audit Committee consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall have the authority, in its sole discretion, to retain and obtain advice and assistance of independent outside counsel and other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Audit Committee shall set the compensation, and oversee the work, of any outside counsel

and other advisors. The Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee, for payment of compensation to (i) the independent auditor, (ii) any other accounting firm engaged to perform services to the Company, (iii) any outside counsel and (iv) any advisors to the Audit Committee.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee annually shall review the Audit Committee's own performance.

The Audit Committee shall:

Financial Statement and Disclosure Matters

1. Meet with the independent auditor prior to the audit to review the scope, planning and staffing of the audit.
2. Review and discuss with management and the independent auditor the annual audited financial statements (including related notes), the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A Section") to be included in the Company's annual report on Form 10-K before the Form 10-K is filed and recommend to the Board whether the audited financial statements and MD&A Section should be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of the Form 10-K).
3. Review and discuss with management and the independent auditor the Company's quarterly financial statements and MD&A Section prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
4. Review and discuss with management and the independent auditor, as appropriate, significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including:
 - (a) any significant changes in the Company's selection or application of accounting principles;
 - (b) all critical accounting policies and practices to be used in the audit;
 - (c) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditor;
 - (d) any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies; and

- (e) any material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
5. Discuss with management the Company's earnings press releases generally, including the use of "pro forma" or "adjusted" non-GAAP information, and any financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be general and include the types of information to be disclosed and the types of presentations to be made.
 6. Review with management and the independent auditor: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
 7. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
 8. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 16 relating to the conduct of the audit, including (i) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope and timing of the annual audit, (iv) any significant risks identified during the auditor's risk assessment procedures and (v) when completed, the results, including significant findings, of the annual audit.
 9. Review and discuss with the independent auditor and management (i) any audit problems or difficulties encountered in the course of the audit work (such as restrictions on the scope of activities or access to requested information), (ii) any significant disagreements with management and (iii) management's response to these problems, difficulties or disagreements; and resolve any disagreements between the auditor and management.
 10. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer (or individuals performing similar functions) during their certification process for the Form 10-K and Form 10-Qs about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

Oversight of the Company's Relationship with the Independent Auditor

11. At least annually, obtain and review a report from the independent auditor, consistent with the rules of the Public Company Accounting Oversight Board (“PCAOB”), regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review or PCAOB review or inspection, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more audits carried out by the firm, (c) any steps taken to deal with any such issues and (d) all relationships between the independent auditor and the Company or any of its subsidiaries; and discuss with the independent auditor its conclusions and any relationships or services that may impact the objectivity and independence of the auditor.
12. At least annually, evaluate the qualifications, performance and independence of the independent auditor (including an evaluation of the lead audit partner), including whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and the internal auditor. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
13. Verify the regular rotation of the lead audit partner of the independent auditor and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
14. Oversee the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
15. Be available to the independent auditor during the year for consultation purposes.

Compliance Oversight Responsibilities

16. Obtain assurance from the independent auditor that Section 10A(b) of the Exchange Act has not been implicated.
17. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any related party transaction or other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures, including the Company's Related Party Transactions Policy and Code of Business Conduct and Ethics (the “Code”).
18. Keep the Company's independent auditor informed of the Audit Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the

Company's independent auditor the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

19. Review with management and the independent auditor the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures, and review and discuss with management and the independent auditor disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the independent auditor's report on the effectiveness of the Company's internal control over financial reporting (if applicable) and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.
20. Review and discuss with the independent auditor any other matters required to be discussed by PCAOB Auditing Standards No. 1301, *Communications with Audit Committees*, including, without limitation, the auditor's evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditor's evaluation of the Company's ability to continue as a going concern, and other applicable requirements of the PCAOB and the Commission.
21. Inquire and discuss with management the Company's compliance with applicable laws and regulations and with the Code in effect at such time and, where applicable, recommend policies and procedures for future compliance.
22. Monitor compliance with the Code, investigate any alleged breach or violation of the Code and enforce the provisions of the Code.
23. Establish and oversee procedures (which may be incorporated in the Company's Code, in effect at such time) for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or reports, or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
24. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

25. Discuss with the Company's General Counsel or outside legal counsel legal and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries that may have a material impact on the financial statements or the Company's compliance policies.

Limitation of Audit Committee's Role

The primary role of the Audit Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Audit Committee relies on: management for the preparation and accuracy of the Company's financial statements; management for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent auditor for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Audit Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.