

AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Target Hospitality Corp. (the “**Company**”) is to oversee the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements. In that regard, the Committee assists the Board in monitoring (i) the quality and integrity of the Company’s financial statements and accounting and financial reporting processes, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications, performance and independence, (iv) the performance of the Company’s internal audit and disclosure controls functions, and (v) the Company’s risk management framework, including the Company’s technology and cybersecurity program. As used herein, the term “independent auditor” includes any registered public accounting firm engaged by the Company for the purpose of preparing an audit report or performing audit, review or attest services.

The Committee shall also prepare the report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement.

COMPOSITION

The Committee shall be comprised of three or more directors, each of whom shall be determined by the Board to be “independent” as required by Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the rules and regulations of the Nasdaq Stock Market (“**Nasdaq**”). Each member of the 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 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 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.

Appointments to the Committee (including determination that appointees are financially literate, designation of the Chair of the Committee, and identification of at least one Committee member as an “audit committee financial expert”) shall be made by the Board on an annual basis upon recommendation of the Nominating and Corporate Governance Committee of the Board. Each member shall be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

Committee members may not serve on the audit committee of more than three public companies, including the Company. The Committee shall not include any member who (i) participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years; (ii) accepted any consulting, advisory, or other compensatory fee (directly or indirectly) from the Company, other than in his or her capacity as a member of the Committee, the Board, or another committee of the Board; or (iii) is an affiliate of the Company as defined by the SEC’s rules, other than a director who meets Nasdaq’s independence requirements.

POWER & AUTHORITY

The Committee shall have the sole authority to appoint, determine funding for, and oversee the outside auditors (subject, if applicable, to shareholder ratification). The Committee shall be directly responsible for 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 Committee.

The Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax or non-audit services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Committee may form and delegate authority to subcommittees 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 Committee at its next scheduled meeting.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Company shall provide appropriate funding as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall be given full access to the Company's internal auditors, corporate officers, employees and independent auditors as necessary to carry out these responsibilities. The Committee may delegate to one or more of its members the power and authority to act on behalf of the Committee. The Committee may also form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate, and delegate to such subcommittees such power and authority as the Committee deems appropriate.

RESPONSIBILITIES

The Committee shall:

Financial Statement & Disclosure Matters

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including disclosures made in management's discussion and analysis and the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, and oversee the resolution of any disagreements between management and the independent auditor regarding such financial reporting.
4. Review and discuss with management (including one or more senior internal audit executives) and the independent auditor the Company's internal controls report and, if applicable, the independent auditor's attestation report prior to the filing of the Company's Form 10-K.
5. Review and discuss quarterly reports from the independent auditors on: (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within U.S. generally accepted accounting principles ("GAAP") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;

and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

6. Obtain, review and approve, if applicable, a timely analysis from management relating to any significant proposed or contemplated changes to the Company's accounting principles, policies, estimates, internal controls, disclosure controls, procedures, practices and auditing plans (including those policies for which management is required to exercise discretion or judgments regarding the implementation thereof).
7. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, and other financial information and earnings guidance provided to analysts and rating agencies, including confirmation from management that management has adequate support for any such earnings guidance. Such discussion with management may include, but not limited to, discussing the types of information to be disclosed and the types of presentations to be made.
8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
9. Review with management, the head of internal audit, and/or the independent auditor the Company's policies (including, without limitation, the Company's risk assessment and enterprise risk management policies) with respect to significant risks and exposures, including risks affecting the Company's strategy, financial condition, operations, and technology (e.g. technology, cybersecurity and data-protection risks and threats) and the steps taken to assess, monitor and manage such risks.
10. Periodically review the Company's policies and processes related to technology and cybersecurity and data-protection threats, including assessment, identification and management of material risks, mitigation strategy, governance and incident reporting. Coordinate with management, the Board and any other relevant committees of the Board to provide oversight of the preparation of relevant disclosures (in the Company's Form 10K and Forms 8-K, as applicable) with respect to: (a) technology and cybersecurity and data-protection threats or events that materially affect or are reasonably likely to materially affect the Company's business strategy, operations or financial condition, (b) the Board's oversight of relevant risks (c) and management's responsibilities to assess, monitor and manage such risks.
11. Review and approve the Company's policies and processes governing the use of derivative transactions and hedging strategy, and approve the Company's decisions to enter into swaps and other derivative transactions.
12. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
13. Periodically discuss with the independent auditor and internal auditors, without management being present, (a) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (b) the completeness and accuracy of the Company's financial statements.
14. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls.
15. Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

Oversight of the Committee's Relationship with Independent Auditors

16. Before the engagement of the independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the auditor and the company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirming in writing to the Committee that the auditor is independent.
17. Review and evaluate the lead partner of the independent auditor team.
18. Obtain and review a report from the independent auditor at least annually 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 of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor; and (c) any steps taken to deal with any such issues. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent 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 internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board.
19. Obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company. It is the responsibility of the Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for purposes of taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor.
20. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditor on a regular basis.
21. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor.
22. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

Oversight of the Company's Internal Audit Function

23. Review the appointment and replacement of the senior internal auditing executive.
24. Review the significant reports to management prepared by the internal auditing department and management's responses.
25. Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit.

Compliance Oversight Responsibilities

26. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

27. Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiaries are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations, and with the Company's Code of Business Conduct and Ethics.
28. Monitor compliance with the Company's Code of Business Conduct and Ethics and the Code of Ethics for the Chief Executive Officer and Senior Financial Officer. Review and consider any requests for waivers thereunder for directors, executive officers or other senior financial officers of the Company, as applicable, and make a recommendation to the Board in respect of such request.
29. Review actual or potential related-party transactions reported to the Committee and oversee all such transactions in accordance with the Company's Policy on Related Person Transactions (including, for the avoidance of doubt, arrangements required to be disclosed pursuant to Item 404 of Regulation S-K).
30. With the assistance of the Company's General Counsel, establish procedures for the receipt, retention and treatment of complaints received by the Company through authorized whistleblower channels regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
31. 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.
32. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.

MEETINGS

The Committee shall meet as often as it determines necessary, but it is expected that the Committee will meet at least four times each year. All meetings of the Committee shall be governed by the same rules regarding notice, quorum, and voting requirements as are applicable to meetings of the full Board. Members of the Committee may participate in a meeting by any communication by means of which all participating members can simultaneously hear each other during the meeting. A member of the Committee participating in a meeting by such means is deemed to be present in person at the meeting. To the extent practical, prior to each meeting an agenda approved the Chair of the Committee should be distributed to the members. Written minutes of Committee meetings shall be maintained. The Committee shall meet periodically in separate executive sessions with management, the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. All directors who are not members of the Committee may attend meetings of the Committee but may not vote. The 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 Committee or to meet with any members of, or consultants to, the Committee.

LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Effective date: March 6, 2024