

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
BOOTS & COOTS, INC.  
ADOPTED AS OF June 23, 2009**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Boots & Coots, Inc. (the "Company") shall be to (i) oversee the compensation of the Company's executive officers; (ii) oversee the development of the Company's compensation and employee benefit plans and programs; (iii) ensure that such plans and practices are maintained and conducted in accordance with all applicable rules and regulations; and (iv) produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of one or more directors who qualify as "independent" directors under the definition set forth in Section 121 of the Company Guide of the American Stock Exchange, as the same may be modified or amended from time to time, and any similar requirement promulgated by any other exchange or automated quotation system on which the Company applies to have its shares listed or quoted for trading.

**III. ELECTION OF THE COMMITTEE**

The members of the Committee shall be nominated and elected by majority vote of the Board at the first meeting of the Board to be held following the annual meeting of the Company's stockholders. Committee members shall serve until their successors are elected by the Board, unless such service terminates earlier due to the Committee member's death, disability, resignation or removal.

Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed during the designated term except by majority vote of the entire Board, excluding the Committee member being removed.

**IV. MEETINGS AND PROCEDURES OF THE COMMITTEE**

Except as set forth herein, the Committee shall fix its own rules of procedure, which shall be consistent with the Amended and Restated Certificate of Incorporation of the Company, the Company's Amended Bylaws and this Charter. The Committee shall meet as provided by its rules, which shall be at least two times annually (or more frequently as circumstances require) and each of such meetings shall have an executive session, at which the Company's executive officers shall not be present.

The Board, or in absence thereof, the Committee, shall designate one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members

of the Committee may call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority that is required by any law, regulation, or any rule of any exchange or automated quotation system upon which the Company's shares are then listed, to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. As soon as practicable following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

#### ***V. COMMITTEE RESPONSIBILITIES***

In furtherance of its purposes, the Committee shall have the following responsibilities:

(a) to review at least annually the terms, goals and objectives of the Company's various compensation plans, including short and long term compensation plans and cash and equity based incentive plans (collectively, the "Plans") and to amend, or recommend that the Board amend, those terms, goals and objectives as appropriate;

(b) to evaluate annually the performance of the Company's Chief Executive Officer and other executive officers in light of, among other things, the goals and objectives of the Plans and such other factors that the Company may deem relevant, and set their compensation levels (including incentive opportunities) based on these evaluations;

(c) to review and approve any employment, severance or termination arrangements to be made, renewed or amended with any executive officer of the Company;

(d) to review and approve any perquisites and other personal benefits proposed to be made available to the Chief Executive Officer or the other executive officers of the Company;

(e) to evaluate annually the appropriate level and form of compensation for Board and Committee service by non-employee members of the Board;

(f) to produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations;

(g) to perform such duties and responsibilities as may be assigned to the Committee under the terms of any Plan or other benefit or compensation plan of the Company, including administration of any such plan;

(h) to review annually the composition of the peer group that the Committee utilizes to determine the competitiveness of the Company's compensation packages for its executive officers and to provide generalized disclosure for inclusion in the Company's proxy statement concerning the industries from which the peer group is drawn; and

(i) to perform such other duties and responsibilities as the Committee deems necessary or appropriate in furtherance of its purposes.

#### ***VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS***

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, compensation consultants or other advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate such advisers, including sole authority to approve the fees and other retention terms of the advisers, such fees to be borne by the Company. Any compensation consultant or other outside advisor retained by the Committee shall report solely to the Committee. Without limiting the generality of the foregoing, the Committee may retain independent advisers in order to (i) advise the Committee as to overall compensation philosophy; (ii) gather peer group and other market data to aid in setting compensation levels for Executive Officers and non-employee directors; or (iii) recommend appropriate revisions to the Charter and the procedures of the Board or the Committee in order that the Company may remain up-to-date with "best practices" relating to the duties and responsibilities of the Committee and the Board with respect to compensation and benefits matters.

#### ***VII. AMENDMENT OF THE CHARTER***

The Charter may be amended from time to time by the Board in its sole discretion, including amendments which may be required in order to comply with the federal securities and tax laws and applicable listing standards.