

AMERICAN CARESOURCE HOLDINGS, INC.
CHARTER OF THE COMPENSATION COMMITTEE
(As last amended on December 18, 2014)

I. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of American CareSource Holdings, Inc. (the “Company”) to review and make recommendations to the Board regarding or approve the Company’s compensation and benefit programs, administer the Company’s equity incentive plans, review and make recommendations regarding the Company’s other incentive compensation plans and discharge such other responsibilities delegated to it by the Board.

II. Committee Membership

The Committee shall be composed of two or more directors as the Board shall from time to time determine consistent with applicable laws and regulations. All members of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules of The NASDAQ Stock Market (“NASDAQ”). At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act and as “outside directors” for the purposes of Rule 162(m) of the Internal Revenue Code, as amended. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by a majority vote. The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate. Each such subcommittee shall consist of one or more members of the Committee. The Committee shall also have the authority to delegate any of its administrative or other responsibilities to executive officers or other employees of the Company where such delegation is consistent with applicable law and NASDAQ listing standards.

III. Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. The committee may meet either formally in person or via conference call. The committee will meet in person at least once per year.

IV. Committee Duties and Powers

To carry out its purpose, the Committee shall have the following duties and powers:

- Evaluate the performance of the Chief Executive Officer in light of the Company’s goals and objectives and make recommendations to the Board or determine the Chief Executive Officer’s compensation based on this evaluation and such other factors as the Committee shall deem appropriate, and the Chief Executive Officer

- shall not be present during any voting or deliberations by the Committee on his or her compensation;
- Review and make recommendations to the Board or approve all salary, bonus, and long-term incentive awards for executive officers;
 - Review and make recommendations to the Board or approve the employment contracts for executive officers and any amendments to such employment contracts;
 - Review and make recommendations to the Board or approve the aggregate amounts and methodology for determination of all salary, bonus, and long-term incentive awards for all employees other than executive officers;
 - Review and recommend to the Board equity-based compensation plans and approve all grants and awards thereunder;
 - Review and make recommendations to the Board or approve changes to the Company's equity-based compensation plans other than those changes that require stockholder approval under the plans, NASDAQ rules and/or any applicable law;
 - Review and recommend to the Board changes to the Company's equity-based compensation plans that require stockholder approval under the plans, NASDAQ rules and/or any applicable law;
 - Review and make recommendations to the Board or approve changes in the Company's retirement, health, welfare and other benefit programs that result in a material change in costs or the benefit levels provided;
 - Administer the Company's equity-based compensation plans;
 - Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
 - Review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation ("Say on Pay Votes") required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Votes and the frequency of the Say on Pay Votes to be included in the Company's proxy statement; and
 - Approve the annual Committee report on executive compensation for inclusion in the Company's proxy statement.

In performing such duties and exercising such powers the Committee shall, as applicable, consider the results of the most recent Say on Pay Vote.

V. Procedures and Administration

- The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain compensation consultants, legal counsel and other professional advisors to assist it in carrying out its responsibilities. The Committee shall set the compensation and oversee the work of its outside legal counsel and other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of the fees and expenses of any

compensation consultant, legal counsel or other advisors retained by the Committee. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

- The Committee shall make regular reports to the Board and will propose any necessary action to the Board. Such reports shall provide information with respect to any delegation of authority by the full Committee to a subcommittee, to management, or to third parties.
- 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 annually evaluate the Committee's own performance and provide a report on such evaluation to the Board.