

**AEVI GENOMIC MEDICINE, INC.  
AUDIT COMMITTEE CHARTER**

**1. PURPOSE**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Aevi Genomic Medicine, Inc. (the “Company”) has the oversight responsibilities, duties and authority described in this charter (the “Charter”). The primary purpose of the Committee is to assist the Board in fulfilling its responsibility to oversee the integrity of the financial statements of the Company and the Company’s compliance with legal and regulatory requirements, by (a) overseeing and reviewing the integrity of the Company’s financial statements, and other financial information provided by the Company to its stockholders and the investment community, (b) overseeing and reviewing the Company’s compliance with legal and regulatory requirements and ethical behavior, (c) overseeing and reviewing the Company’s system of internal accounting and financial controls and the internal audit functions, (d) reviewing and approving the Company’s retention of independent public accountants, including oversight of their performance, qualifications and independence as well as the terms of their engagement, (e) the Company’s accounting and financial reporting processes and disclosure systems, (f) reviewing and approving all audit engagement fees and terms, as well as all non-audit engagements with the independent public accountants, (g) producing the report that the rules of the Securities and Exchange Commission (the “SEC”) require be included in the Company’s annual proxy statement, and (h) overseeing the Company’s Code of Business Conduct and Ethics (the “Code of Conduct”) as applied to the Company’s directors and executive officers.

The Committee’s responsibility is one of oversight, in that management is responsible for the Company’s financial reporting, internal control and disclosure systems and for preparing the Company’s financial statements and that the independent public accountants are responsible for auditing those financial statements. The independent public accountants report directly to the Committee and are accountable to the Committee and to the Board with respect to the audit of the Company’s financial statements.

**2. DUTIES**

The following shall be the principal recurring duties of the Committee in carrying out its oversight responsibility.

2.1. *Independent Public Accountants:*

(a) Sole authority to appoint, retain, evaluate and, where appropriate, replace, the independent public accountants for each fiscal year. The Committee shall be directly responsible for the compensation and oversight of the independent public accountants (including resolution of disagreements between management and the independent public accountants and pre-approval of all non-audit services). The independent public accountants will report directly to the Committee.

(b) Review and, in its sole discretion, approve in advance the Company’s independent public accountants’ annual engagement letter, including the proposed fees contained therein, as well as all audit and all permitted non-audit engagements and relationships between

the Company and such public accountants (which approval should be made after receiving input from the Company's management). The Committee shall also establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent public accountants or other registered public accounting firms on an on-going basis. Approval of audit and permitted non-audit services may also be made by one or more members of the Committee as shall be designated by the Committee. The persons granting such approval shall report such approval to the Committee at the next scheduled meeting.

(c) At least annually, review the qualifications, performance and independence of the Company's independent public accountants, including the lead partner of the independent public accountants, and assure the regular rotation of the lead audit partner and, in its sole discretion, make decisions regarding the replacement or termination of the independent public accountants when circumstances warrant.

(d) Obtain at least annually from the Company's independent public accountants and review a formal written statement describing:

(i) the independent public accountants' internal quality-control procedures;

(ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent public accountants, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent public accountants, and any steps taken to deal with any such issues; and

(iii) all relationships between the independent public accountants and the Company, including each non-audit service provided to the Company and including reports consistent with PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*.

(e) Obtain from the independent public accountants annually a formal written statement of the aggregate fees billed for each of the last two fiscal years in each of the following categories:

(i) professional services rendered by the independent public accountants for the audit of the Company's annual financial statements and review of financial statements included in the Company's Form 10-Q, if applicable, or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years;

(ii) assurance and related services by the independent public accountants that are reasonably related to the performance of the audit or review of the Company's financial statements;

(iii) professional services rendered by the independent public accountants for tax compliance, tax advice, and tax planning; and

(iv) products and services provided by the independent public accountants, other than services described in clauses (e)(i), (ii), and (iii) above. The written statement shall describe the nature of the services comprising the fees disclosed under clauses (e)(i), (ii), and (iii) above and this clause (iv).

(f) Actively engage in a dialogue with the independent public accountants with respect to any disclosed relationships or services that may impact the objectivity and independence of such accountants, and take, or recommend that the Board takes appropriate action to oversee the independence of the independent public accountants.

(g) Review and discuss with the Company's independent public accountants and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent public accountants during their audit work (such as restrictions on the scope of their activities or their access to information), (2) any significant disagreements with management and (3) management's response to these problems, difficulties or disagreements; and resolve any disagreements between the Company's auditors and management.

(h) Obtain from the independent public accountants assurance that their audit of the Company's financial statements was conducted in accordance with the auditing standards generally accepted in the United States.

(i) Review the audit results.

(j) Discuss with the independent public accountants the attestation and report on management's assessment of the effectiveness of internal controls required under Section 404 of the Sarbanes-Oxley Act of 2002, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls 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 internal controls, and review and discuss with management and the Company's independent public accountants disclosure relating to the Company's internal controls, the independent public accountants' report on the effectiveness of the Company's internal control over financial reporting 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.

(k) Review on a regular basis with the Company's independent public accountants:

(i) all critical accounting policies and practices to be used;

(ii) the matters required to be discussed by SAS No. 114, *The Auditor's Communication with Those Charged with Governance*, (or such other auditing standard that may in time modify, supplement or replace SAS No. 61 or SAS No. 114). In connection therewith, the Committee should review with the independent public accountants the following: any accounting adjustments that were noted or proposed by the independent public accountants but were rejected by management (as immaterial or otherwise); any communications between the audit team and the independent public accountants' national office respecting auditing or accounting issues presented by the engagement; and any "management" or "internal

control” letter issued, or proposed to be issued, by the independent public accountants to the Company;

(iii) any other matters required to be discussed by PCAOB Auditing Standards No. 16, *Communications with Audit Committees*; and

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

## 2.2. *Financial Statements and Reports*

(a) Review and discuss the annual financial statements and related materials with the independent public accountants and management, and recommend to the Board whether the annual financial statements should be included in the Company’s Annual Report on Form 10-K.

(b) Discuss with management and, if applicable, the independent public accountants, any disclosure required on the Company’s Annual Report on Form 10-K based on the requirements of Regulation S-K Item 304(b), *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*.

(c) Prepare the audit committee report required to be prepared by the Committee pursuant to the rules of the SEC for inclusion in the Company’s annual proxy statement, or, if the Company does not file a proxy statement, in the Company’s annual report on Form 10-K filed with the SEC. This report shall include any appropriate recommendations of the Committee.

(d) Discuss with management and the independent public accountants 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, any major issues as to the adequacy of the Company’s internal controls and any special steps adopted in light of material control deficiencies.

(e) Review the type and presentation of information to be included in the Company’s earnings press releases. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and type of presentations to be made). The Committee need not discuss in advance each earnings release.

(f) Review policies and procedures in place to assure accurate and complete quarterly financial reporting.

(g) Review and discuss with management, and as appropriate with the Company’s independent public accountants, the Company’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q in advance of their filing with the SEC, including the Company’s financial statements and disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

(h) Meet privately with the Company's internal and external legal counsel to determine if there are any legal matters that might have a significant impact on the financial statements and review the status of such items.

(i) Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

(j) Inquire of management and the independent public accountants as to any significant financial reporting issues arising during the year, including any situations where management sought a second opinion from a second public accounting firm, and review the status.

(k) Inquire of management and the independent public accountants as to whether there are any significant items that have been or might be disputed by tax authorities and review the status of such items.

(l) Review and discuss with management and the independent public accountants the impact of significant regulatory changes and accounting or reporting developments.

### 2.3. *Internal Controls*

(a) Evaluate the policies implemented by management to assure the adequacy of internal controls and the financial reporting process, including security surrounding assets and computerized information systems.

(b) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(c) Review management's assessment of the effectiveness of internal controls required by Section 404 of the Sarbanes-Oxley Act of 2002, as amended.

(d) Obtain from the Company's independent public accountants any information required pursuant to Section 10A of the Securities Exchange Act of 1934, as amended.

(e) Review with the Chief Executive Officer and Chief Financial Officer and independent public accountants, periodically, the following:

(i) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied to its financial reporting;

(ii) the completeness and accuracy of the Company's financial statements;

(iii) all significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data, including any material weaknesses in internal controls identified by the Company's independent public accountants;

(iv) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and

(v) any significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

(f) Review management's program to monitor compliance with laws and regulations, including environmental compliance, and the Code of Conduct, and to investigate employee misconduct or fraud.

(g) Set clear Company hiring policies for employees or former employees of the Company's independent public accountants. Review the Company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and ensure that such arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

(h) Regularly report its activities to the Board. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent public accountants, or the performance of the internal audit function, if any.

#### 2.4. *Other Responsibilities*

(a) Develop and review periodically the Code of Conduct adopted by the Board to assure that it is appropriate for the Company and complies with the applicable requirements of the SEC, The NASDAQ Stock Market LLC ("NASDAQ") and such other applicable exchange or market, and recommend any desirable changes to the Board;

(b) Review and approve any change in or waiver (if permitted) to the Code of Conduct for its principal executive and senior financial officers and any public disclosure of any such waivers as required by the requirements of the SEC, NASDAQ and such other applicable exchange or market;

(c) Review and provide approval of any "related party transactions" or arrangements that may be required to be disclosed under SEC Regulation S-K, Item 404, between the Company and any of its directors, officers, principal shareholders or any of their respective affiliates, associates or related parties.

(d) As appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(e) Take such other actions as the Committee or the Board may deem necessary or appropriate.

(f) The Chairman of the Committee should make himself available at each annual meeting of stockholders of the Company to answer questions concerning the Committee's work during the preceding year.

### **3. MEMBERSHIP**

The Committee shall consist of a minimum of three members appointed by the Board. Each member of the Committee shall (i) be independent, as such term is defined in the listing rules of NASDAQ and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (and any rules and regulations promulgated thereunder by the SEC), in each case, (ii) not accept any consulting, advisory or other compensatory fee from the Company other than in his or her capacity as a member of the Board or any committee of the Board, (iii) not be an affiliate of the Company and not own or control 10% or more of the Company's voting securities, or such lower measurement as may be established by the SEC, and (iv) has not participated in the preparation of the financial statements of the Company or any subsidiary at any time during the past three years. All members 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, and at least one member must be financially sophisticated, as described under the listing rules of NASDAQ, or an "audit committee financial expert," as defined by Item 407(d)(5) of SEC Regulation S-K, as it may be modified or supplemented. The members of the Committee shall serve at the discretion of the Board. The Committee shall appoint one of its members to act as the Chairman of the Committee, provided that the Chairman of the Committee shall not be the Chairman of the Board. The foregoing Committee requirements shall be subject to any phase-in provisions, exceptions or cure period rules as provided under the listing rules of NASDAQ.

Each member of the Committee shall be appointed annually by the Board. Any member of the Committee may be removed or replaced by the Board at any time. Any vacancy occurring in the Committee shall be filled by the Board. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Committee and set the agenda for each Committee meeting. A secretary of the Committee may be appointed by the Chairman of the Committee.

### **4. MEETINGS**

4.1. The Committee will meet at least quarterly. The Committee may meet at other times during the year as deemed necessary or desirable by the Committee or the Chairman of the Committee.

4.2. Other directors, officers and external advisers may be invited to attend all or part of any meeting as and when considered appropriate by the Committee.

4.3. Notices for meetings of the Committee shall be given in the same manner as provided in the Company's By-laws (as may be modified, amended or replaced from time to time, the "By-laws") for notices to be given with respect to meetings of the Board.

4.4. At each meeting, the Committee shall appoint a member of the Committee or other invited guest to act as the secretary of the Committee. The secretary shall record the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes of each meeting shall be circulated to all members of the Committee. On finalization and signature, the minutes of each meeting shall be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board.

4.5. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending (in person or telephonically) a meeting of the Committee. A quorum at any meeting shall be any two members of the Committee. Action by the Committee may be taken by unanimous written consent in the same manner as provided in the By-laws for written consents by the Board or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present.

4.6. The Committee shall meet periodically with the Company's Chief Financial Officer, internal auditors, if any, and independent public accountants as necessary to enable the Committee to perform its responsibilities and duties and to discuss any matters that the Committee or any of these persons or firms believes should be discussed. The Committee may, at its discretion, meet in executive session with or without the presence of one or more of the independent public accountants, the internal auditors, if any, or management.

## **5. RESOURCES; AUTHORITY; ACCESS TO RECORDS**

5.1. The Committee may form and delegate authority and responsibilities to any subcommittee or any member of the Committee for any purpose that the Committee deems appropriate. Without limiting the generality of the foregoing, the Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent public accountants, provided that any such approvals are presented to the Committee at its next scheduled meeting.

5.2. The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any independent public accountant engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee, at its discretion, has the authority to initiate investigations and hire or retain legal, accounting or other outside advisors or experts to provide advice and assistance to the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee shall have sole authority to engage, terminate and determine the compensation and terms of engagement of any experts, outside consultants, external legal, accounting or other advisors. The fees, expenses or compensation owed any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

5.3. The Committee may also perform such other activities consistent with this Charter, the By-laws and governing law, as the Committee or the Board deems necessary or appropriate. In carrying out its duties and responsibilities, the Committee shall have full access to any relevant records, facilities and employees of the Company. The Committee may also request that any officer or other employee of the Company, the Company's counsel or any other person meet with any members of, or consultants to, the Committee.

5.4. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

## **6. GENERAL MATTERS**

6.1. The Chairman of the Committee shall make himself available at each annual meeting of stockholders of the Company to answer questions concerning the Committee's work during the preceding year.

6.2. The Committee shall, at least once a year, review its own performance, constitution and this Charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

6.3. The Committee shall be entitled to form and delegate any or all of its duties or responsibilities to a subcommittee of the Committee, to the extent consistent with the Charter, By-laws, and applicable laws and rules of markets in which the Company's securities then trade. Any act of the Committee in accordance with this Charter with respect to any duty delegated to it hereunder shall be deemed to be an act of the Board with respect to such matter without the need for any additional action or approval by the Board, except to the extent such authority is expressly limited by the Board.

6.4. This Charter was adopted by the Board of Directors and is effective as of June 14, 2018 and supersedes and replaces any prior charter or committee terms relating to audit, financial and internal control issues.