



**CHARTER OF THE AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS**

04.07.14

PURPOSE AND POLICY

The purpose of the Audit Committee (the “Committee”) shall be to act on behalf of the Board of Directors (the “Board”) of Precipio, Inc., a Delaware corporation (the “Company”), in fulfilling the Board’s oversight responsibilities with respect to the Company’s corporate accounting and financial reporting processes, the systems of internal control over financial reporting, and audits of financial statements, as well as the quality and integrity of the Company’s financial statements and reports and the qualifications, independence and performance of the firm or firms of certified public accountants engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (the “Auditors”). The Committee shall also provide oversight assistance in connection with the Company’s legal, regulatory and ethical compliance programs as established by management and the Board. The operation of the Committee shall be subject to the Bylaws of the Company and Section 141 of the General Corporation Law of the State of Delaware, each as in effect from time to time.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee, the Auditors and the Company’s management.

COMPOSITION

The Committee shall consist of at least three members of the Board. All members of the Committee shall satisfy the independence and financial literacy requirements of The Nasdaq Stock Market LLC (“Nasdaq”) applicable to audit committee members, as in effect from time to time, when and as required by Nasdaq, and the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). 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 shall qualify as an “audit committee financial expert,” as defined in Item 407(d)(5)(ii) of Regulation S-K under the Exchange Act. Members of the Committee may not receive any compensation from the Company except for fees and equity awards for service as directors and committee members. No member of the Committee shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. The members of the Committee shall be appointed by the Board in accordance with the Bylaws of the Company, as they may be amended from time to time, based on recommendations from the Nominating and Corporate Governance Committee of the Board, and shall serve at the discretion of the Board. The Board may remove any member of the Committee at any time with or without cause, and vacancies occurring on the Committee shall be filled by the Board. The Chairperson of the Committee (the “Chairperson”) shall be appointed by the Board and shall preside at all meetings of the Committee. If a Chairperson is not designated or present at a meeting, the members of the Committee may designate a Chairperson by majority vote of the Committee membership.

MEETINGS AND MINUTES



The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate; provided that such meetings shall be held no less frequently than one per quarter. The Chairperson shall prepare and/or approve an agenda in advance of each meeting. The Committee should meet privately in executive sessions at least quarterly with management, the Auditors and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed. The Committee will maintain written minutes of its meetings and copies of its actions by unanimous written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The minutes of the Committee and actions by unanimous written consent of the Committee members will be made available to the other members of the Board.

AUTHORITY

The Committee shall have the authority to appoint, determine compensation for, and at the expense of the Company, retain and oversee the Auditors as set forth in Section 10A(m)(2) of the Exchange Act, and the rules thereunder and otherwise to fulfill its responsibilities under this Charter. The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee has the authority to conduct any investigation appropriate to fulfill its responsibilities, and has direct access to the Auditors as well as anyone in the organization. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The Committee shall oversee the Company's financial reporting process on behalf of the Board, shall have direct responsibility for the appointment, compensation, retention and oversight of the work of the Auditors and any other independent registered public accounting firm engaged for the purpose of performing other review or attest services for the Company. The Auditors and each such other independent registered public accounting firm shall report directly and be accountable to the Committee. The Committee's functions and procedures should remain flexible to most effectively address changing circumstances. To implement the Committee's purposes and policies, the Committee shall be charged with the following duties and responsibilities with the understanding, however, that the Committee may supplement and, unless prohibited by applicable law or the requirements of Nasdaq or the Securities and Exchange Commission (the "SEC"), deviate from these activities as appropriate under the circumstances:



1. Evaluation and Retention of Auditors. To evaluate the performance of the Auditors, including the lead partner, to assess their qualifications (including their internal quality-control procedures and any material issues raised by that firm's most recent internal quality-control review or any litigation status, disciplinary actions or investigations by regulatory authorities) and to determine whether to retain or to terminate the existing Auditors or to appoint and engage new auditors for the ensuing year, which retention shall be subject only to ratification by the Company's stockholders (if the Committee or the Board elects to submit such retention for ratification by the stockholders).
2. Communication Prior to Engagement. Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence ("Rule 3526"), of the Public Company Accounting Oversight Board (United States) (the "PCAOB").
3. Approval of Audit Engagements. To determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid, at the Company's expense, to the Auditors and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.
4. Approval of Non-Audit Services. To determine and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.
5. Audit Partner Rotation. To monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.
6. Auditor Independence. At least annually, consistent with Rule 3526, to receive and review written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may be reasonably thought to bear on independence and a letter from the Auditors affirming their independence, to consider and discuss with the Auditors any potential effects of any such relationships on the independence of the



Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and to assess and otherwise take appropriate action to oversee the independence of the Auditors.

7. Former Employees of Auditor. No accounting firm may perform an audit of the Company's financial statements if the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Comptroller or person serving in a similar capacity for the Company was employed by such accounting firm in any capacity in the audit of the Company during the three year period preceding the date of the initiation of the current year's audit. No former employee of the Auditors who worked on the Company's account shall be hired by the Company without the prior approval of the Committee.

8. Audited Financial Statement Review. To review, upon completion of the audit, the financial statements proposed to be included in the Company's Annual Report on Form 10-K to be filed with the SEC, and to recommend whether or not such financial statements should be so included.

9. Annual Audit Results. To review and discuss with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates), all known and likely misstatements identified during the audit, including any material audit adjustments proposed by the Auditors and any adjustments proposed but not recorded, the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the Auditors under generally accepted accounting standards, including the standards of the PCAOB, as appropriate.

10. Auditor Communications. At least annually, to discuss with the Auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, vol. 12. AU section 380), as adopted by the PCAOB in Rule 3200T (including any successor rule adopted by the PCAOB), and to review and discuss with the Auditors any other matters required to be discussed by PCAOB Auditing Standards No. 16.

11. Quarterly Results. To review and discuss with management and the Auditors, as appropriate, the results of the Auditors' review of the Company's quarterly financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC of the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under generally accepted accounting standards, including the standards of the PCAOB.

12. Management's Discussion and Analysis. To review and discuss with management and the Auditors, as appropriate, the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports to be filed with the SEC.

13. Press Releases. To review and discuss with management and the Auditors, as appropriate, and to approve, earnings press releases and press releases containing other financial information, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies,



which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made. The Chairperson may represent the entire Committee for purposes of this discussion.

14. Accounting Principles and Policies. To review and discuss with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices to be used in the audit, alternative accounting policies and treatments of financial information available under generally accepted accounting principles in the United States (“GAAP”) related to material items discussed with management, the potential impact on the Company’s financial statements of the use of such alternative accounting policies and treatments (including off-balance sheet structures), other material written communications between the Auditors and management and any other significant reporting issues and judgments, significant regulatory, legal and accounting initiatives and developments that may have a material impact on the Company’s financial statements, compliance programs or policies.

15. Risk Assessment and Management. To review and discuss with management and the Auditors, as appropriate, the Company’s guidelines and policies with respect to risk assessment and risk management, including the Company’s major financial risk exposures and the steps taken by management to monitor and control these exposures.

16. Management Cooperation with Audit. To evaluate the cooperation received by the Auditors during their audit examination, including any audit problems or difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management’s response, if any.

17. Management Letters. To review with the Auditors and, if appropriate, management, any management or internal control letter issued or, to the extent practicable, proposed to be issued by the Auditors and management’s response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

18. Disagreements Between Auditors and Management. To review with management and the Auditors or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors or such other accounting firm, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company’s financial statements or the Auditors’ report, and to resolve any conflicts or disagreements regarding financial reporting.

19. Internal Control Over Financial Reporting. To confer with management and the Auditors, as appropriate, regarding the scope, adequacy and effectiveness of internal control over financial reporting including any special audit steps taken in the event of material control deficiencies. To review with management and the Auditors any fraud, whether or not material, that includes management or other employees who have any significant role in the Company’s internal control over financial reporting and any significant changes in internal controls or other factors that could significantly affect internal



controls, including any corrective actions in regard to significant deficiencies or material weaknesses. To review and recommend action relating to any report from the Auditors made pursuant to Section 10A of the Exchange Act of illegal acts which it believes are likely to have occurred and which would have an effect on the Company's financial statements, including any contingent monetary effects, such as fines, penalties and damages.

20. **Separate Sessions.** Periodically, to meet in separate sessions with the Auditors, as appropriate, and management to discuss any matters that the Committee, the Auditors or management believe should be discussed privately with the Committee.

21. **Correspondence with Regulators.** To consider and review with management, the Auditors, outside counsel, as appropriate, and, in the judgment of the Committee, such special counsel, separate accounting firm and other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

22. **Complaint Procedures.** To establish and oversee procedures, when and as required by applicable laws and rules, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters. To establish such procedures as the Committee may deem appropriate for the receipt, retention and treatment of complaints received by the Company with respect to any matters that may be directed to the Committee for review and assessment.

23. **Engagement of Other Registered Public Accounting Firms.** To determine and approve engagements of any independent registered public accounting firm (in addition to the Auditors), prior to commencement of such arrangements, to perform any other review or attest service, including the compensation to be paid, at the Company's expense, to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

24. **Ethical Compliance.** To review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Business Conduct and Ethics, including review and oversight of related-party transactions as required by Nasdaq and SEC rules (including without limitation those defined in Item 404 of Regulation S-K), and to approve any waivers of the Code of Business Conduct and Ethics for an executive officer or director.

25. **Investigations.** To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.



26. Proxy Report. To prepare and review the audit committee report required by the rules of the SEC to be included in each annual meeting proxy statement of the Company in accordance with applicable SEC rules and regulations.

27. Hedging Strategy. To periodically review and discuss with management, the Company's overall hedging strategy and the use of swaps and other derivative instruments by the Company for hedging commercial risks, and to review and approve, at least annually, decisions by the Company to enter into swaps, including those that may not be subject to clearing and exchange trading and execution requirements in reliance on the "end-user exemption" under the Commodity Exchange Act of 1936, as amended, or other rules and regulations promulgated from time to time.

28. Annual Charter Review. To periodically, and at least annually, review and assess the adequacy of this Charter, including the Committee's role and responsibilities as outlined in this Charter, and to recommend any proposed changes to the Board for its consideration and approval.

29. Report to Board. To, through the Chairperson, report to the Board with respect to all material activities of the Committee and all material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors or such other matters as the Committee deems appropriate from time to time, or whenever so requested by the Board.

30. Annual Committee Evaluation. To review, discuss and assess the Committee's own performance and composition at least annually.

31. General Authority. To perform such other functions, and to have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder. It shall be the responsibility of management to prepare the Company's financial statements and periodic reports and the responsibility of the Auditors to audit those financial statements. These functions shall not be the responsibility of the Committee, nor shall it be the Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws.

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