

GBank Financial Holdings, Inc
AUDIT COMMITTEE CHARTE

Purpose and Authority

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of GBank Financial Holdings Inc serves as the audit committee of GBank Financial Holdings Inc and its subsidiaries and affiliates (collectively, the “**Company**”). The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing the Company’s financial reports, the Company’s systems of internal controls related to financial reporting, the Company’s internal audit function and the Company’s auditing, accounting and financial reporting processes. Consistent with the Committee’s primary purpose, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels.

The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party and to otherwise assist Board oversight of (a) the integrity of the Company’s financial statements and (b) the performance of the Company’s internal audit function;
- Providing structured, systematic oversight of the Company’s governance, risk management, and internal control processes supporting the maintenance of an effective system of internal control;
- Be directly responsible for the appointment, compensation and oversight of any registered public accounting firm employed by the Company (the “**independent auditor**”), or other firm, for the purpose of preparing or issuing an audit report or related work;
- Pre-approve all auditing services (which may entail providing comfort letters in connection with securities underwritings) and non-audit services provided to the Company by the independent auditor;
- Support an open avenue of communication among the independent auditor, financial and senior management, internal audit, and the Board;
- Provide an open avenue of communication among the independent auditor, financial and senior management, outside firms that are contracted to provide internal audit and risk management services, any employees of the Bank who are involved in the Bank’s internal audit function, and the Board;

- Support internal audit's budget, staffing, and system relative to the firm's asset size and complexity and the pace of technological and other changes;
- Review the status of actions recommended by internal audit and external auditors to remediate and resolve material or persistent deficiencies identified by internal audit and findings identified by supervisors;
- Review the independent auditor's qualifications and independence;
- Oversee the Company's compliance with the rules and regulations related to the preparation and presentation of financial statements; and
- Provide regular reports to the Board(s).

Composition

The Committee shall be comprised of three or more directors who are "independent." To be considered "independent," the director must satisfy, as determined by the Board, the requirements of all applicable laws and regulations relative to the independence of directors and audit committee members. In addition, the Company, the Board and the Committee shall comply with all applicable laws, rules, regulations and guidelines, including without limitation those contained in 12 U.S.C. § 1831m and 12 C.F.R. Part 363 of the rules and regulations of the Federal Deposit Insurance Corporation, that establish criteria for an independent audit committee. Each member of the Committee shall be financially literate, or become financially literate within a reasonable period of time, and at least one member shall be an "audit committee financial expert," as defined by SEC rules. In addition, at least two members of the Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment.

The members of the Committee shall be appointed annually by the Board and shall serve until their successors are duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee shall appoint one of their members as the Chair. Any responsibilities of the Committee may be delegated by the Committee to the Chairman or any other member; provided that any delegate shall report any actions taken by him or her to the whole Committee at its next regularly scheduled meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. All committee members are expected to attend each meeting, in person or via tele- or video-conference. The Chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making subcommittee assignments and reporting for the Committee to the Board. As part of its job to foster open communications, the Committee will meet at least annually with management, internal audit personnel, and the independent auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee may request any officer or employee of the Company or the Company's internal and outside legal counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall have direct access to management, members of the Disclosure Committee, internal audit staff, the independent auditor, the corporate compliance staff and the Company's legal counsel, both at meetings and otherwise. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

Responsibilities and Duties

In furtherance of its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and to ensure to the Board and the stockholders that the corporate accounting and reporting practices of the Company are in accordance with all applicable legal and regulatory requirements.

In carrying out these responsibilities and duties, the Committee shall:

Documents/Reports Review

1. Review this Charter periodically (at least annually) and update this Charter to the extent the Committee determines it to be necessary or advisable. The Committee shall annually review the Committee's own performance.
2. Review and discuss, as appropriate, with management and the independent auditors and the internal audit function (including outside firms that are contracted to provide internal audit and risk management services):
 - (a) the Company's annual audited financial statements;
 - (b) analyses prepared by management and/or the independent auditor setting forth the significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - (c) the effect of regulatory and accounting initiatives on the financial statements of the Company;
 - (d) any significant changes required in the independent or internal auditor's audit plan as they may relate to the Company;
 - (e) any material correcting adjustments that have been identified by the independent auditor in accordance with GAAP and applicable laws, rules and regulations as they may relate to the Company;
 - (f) any material off-balance sheet transactions as they may relate to the Company;
 - (g) their assessments of the adequacy of the Company's internal control structure and procedures of the Company for financial reporting and the resolution of any identified material weaknesses in such internal control structure and procedures; and
 - (h) other matters related to the conduct of the audit which are to be communicated to the Audit Committee under generally accepted auditing standards, including under Statement on Auditing Standards No. 114, Communications with Audit Committees.

3. Have policy making authority for those areas of the Company's business and activities assigned to the Committee by the Board from time to time, including, without limitation, the authority to approve, administer, enforce and interpret those policies.

Independent Auditor

4. Be directly responsible for (a) the appointment, compensation and oversight, and discharge of the independent auditor, who shall report directly to the Committee and (b) approve all audit engagement fees and terms of any audit, audit-related, tax or other services (to the extent permitted under applicable law) with the independent auditor. The Committee shall select the independent auditor, considering independence and effectiveness. The independent auditor will be registered or licensed to practice as a public accountant, be in good standing under the laws of the state of incorporation, and be registered to prepare or issue audit reports on United States public companies with the Public Company Accounting Oversight Board (PCAOB). The Committee shall approve in advance the provision by the independent auditor of all services to be performed by the independent auditor, and approve the audit fees. In addition, all significant non-audit services shall be approved by the Committee. The independent auditor shall not be engaged to perform any services prohibited by banking regulations. The Company shall provide for appropriate funding, as determined by the Committee, for compensating the independent auditor retained by the Company to provide any approved services. The Committee must receive appropriate levels of funding, as determined by the Committee, from the Company.
5. Review the performance of the independent auditor.
6. Periodically consult with the independent auditor out of the presence of management about internal controls and the completeness and accuracy of the Company's financial statements.
7. Take appropriate action to oversee the independence of the independent auditor, including:
 - (a) periodically review management consulting services and non-audit services not prohibited by applicable law, and the respective related fees, provided by and to the independent auditor, which shall have been pre-approved by the Committee, and any transactional or other relationships between the Company and the independent auditor; and considering whether, under criteria the Committee determines to be appropriate, the independent auditor's provision of non-audit services to the Company is compatible with maintaining the independence of the independent auditor;

- (b) ensuring its receipt from the independent auditor, and reviewing, a formal written report from the independent auditor at least annually delineating (i) the independent auditor's internal quality control procedures; (ii) any material issues raised by the most recent PCAOB inspection report, by quality-control reviews, by peer reviews of the firm, or by any inquiry or investigation by governmental or professional authorities relating to any audit carried out by the firm and any steps taken to deal with any such issues, and (iii) (to assess the independent auditor's independence) all relationships between the independent auditor and the Company;
 - (c) reviewing and evaluating the experience and qualifications of the senior members of the independent auditor team; evaluating the qualifications, performance and independence of the independent auditor, including the review and evaluation of the lead partner of the independent auditor and whether the auditor's quality controls are adequate and the provision of non-audit services is compatible with applicable law and compatible with maintaining the auditor's independence, taking into account the opinions of management and the chief audit executive; and presenting its conclusions to the full Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent auditor;
 - (d) actively engaging 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 taking appropriate action or recommending to the Board such appropriate action, as necessary, on any disclosed relationships to satisfy itself of the independent auditor's independence; and
 - (e) complying with all relevant laws and regulations relative to the independence of the independent auditor, including rotation of independent auditor or outside audit personnel and the lead audit partner as required by law.
8. Meet and review with the independent auditor prior to the audit to discuss the planning, scope of services and staffing of the audit, as well as the audit procedures to be utilized, including coordination of audit effort with internal audit.

Financial Reporting Processes

- 9. Discuss with management and the independent auditor and otherwise review (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls, and any special audit steps adopted in light of material control deficiencies, (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements.
- 10. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as material off-balance sheet structures, on the Company's financial statements.

Process Improvement

11. Following completion of the annual audit, review separately with each of management and the independent auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
12. Review any significant disagreements between management and the independent auditor. The Committee shall have sole authority to resolve any disagreements between the independent auditor and management.
13. Review with the independent auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

Ethical and Legal Compliance

14. Receive, review and evaluate the treatment of reports received by the Company regarding accounting, internal controls or auditing matters, including confidential, anonymous submissions of concerns regarding questionable accounting, internal controls, or auditing matters.
15. Review management's monitoring of the Company's compliance with the organization's conduct policies.
16. Review with the Company's counsel and regulatory compliance specialist, any legal and regulatory matters that could reasonably have a significant impact on the Company's financial statements.
17. Review management's monitoring of the Company's compliance with the Company's internal policies relating to financial reporting and the rules and regulations related to the preparation and presentation of financial statements and other public company reporting obligations, including, but not limited to, rules and regulations of the SEC.
18. Establish a confidential process for receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by the Company's employees of concerns regarding questionable accounting or auditing matters.
19. Report regularly to the full Board and review any issues that arise with respect to the quality or integrity of the Company's financial statements, and the performance or independence of the independent auditor and the internal audit function.
20. Obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties and receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to the outside legal, accounting or other advisors employed by the Committee.
21. Perform other activities related to this Committee Charter as requested by the Board.
22. Review and reassess the adequacy of the Committee Charter and the Committee's own performance annually and recommend any proposed changes to the Board annually. Confirm annually that all responsibilities outlined in this Charter have been carried out.

Limitation of Audit Committee's Role

The independent auditor and internal audit personnel are or shall be ultimately accountable to the Committee, in its capacity as a committee of the Board, and to the full Board. While the Committee has the oversight, supervisory and other powers and responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits, to implement internal controls, or to determine or certify that the Company's financial statements are complete and accurate or are in compliance with GAAP. These matters and tasks are the responsibility of the Company's management, the independent auditor, and internal audit personnel. Likewise, it is the responsibility of the Company's management and/or the independent auditor to bring appropriate matters to the attention of the Committee and to keep the Committee informed of matters which the Company's management or the independent auditor believe require attention, guidance, resolution or other actions, the bases therefore and other relevant considerations. While it is not the duty of the Committee to conduct investigations or to assure compliance with applicable laws, rules and regulations, the Committee may take such actions with respect to such matters as it deems necessary or advisable in fulfilling its duties identified above.

* * * * *

It is acknowledged that all of the above-listed tasks and focus areas may not be relevant to all the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.