



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF INTERPACE DIAGNOSTICS

I. PURPOSES OF THE COMMITTEE

The purposes of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Interpace Diagnostics Group, Inc and its subsidiaries (the “Company”) shall be to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control, legal compliance and risk management functions of the Company, including, without limitation, assisting the Board’s oversight of:

- (a) the integrity of the Company’s financial statements;
- (b) the effectiveness of the Company’s internal controls over financial reporting;
- (c) the Company’s compliance with legal and regulatory requirements;
- (d) the qualifications and independence of the Company’s independent auditor (the “Independent Auditor”);
- (e) the performance of the Independent Auditor and the Company’s internal audit function;
and
- (f) enterprise-wide risk management.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors as determined from time to time by resolution of the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the NASDAQ Stock Market LLC (“NASDAQ”) and the Sarbanes-Oxley Act of 2002 (the “Act”) and the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”) pursuant to the Act. Director’s fees (including any additional compensation to chairs of committees and to members of committees of the Board and the reimbursement of costs and expenses) are the only compensation a member of the Committee may receive from the Company; *provided, however*, that a member of the Committee may also participate in forms of deferred compensation from the Company for prior service so long as such compensation is not contingent in any way on continued service.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the

Committee. Any such determination must be disclosed in the Company's annual proxy statement.

Each member of the Committee must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Further, at least one member of the Committee must be an "audit committee financial expert," as such term is defined in the rules and regulations promulgated by the SEC pursuant to the Act.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of stockholders. Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may establish its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet once every fiscal quarter or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings and to provide pertinent information as necessary. The Committee should meet separately on a periodic basis with management, the Company's internal auditing function and the Independent Auditor, in each case to discuss any matters that the Committee or any of the above persons or firms believe should be discussed privately.

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 shall act by a majority vote of the Committee members in attendance at any meeting at which there is a quorum.

The chairperson of the Committee shall be designated by the Board, after considering the recommendation of the Nominating and Corporate Governance Committee. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

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 no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any

power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Following each of its meetings, the Committee shall deliver a report to the Board, including a description of all actions taken by the Committee at such meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee shall: (i) exercise reasonable diligence in gathering and considering material information; (ii) understand and weigh alternative courses of conduct that may be available; (iii) focus on weighing the benefit versus risk to the Company and its shareholders when considering alternative recommendations or courses of action; and (iv) provide management, the Independent Auditor and internal auditors with appropriate opportunities to meet privately with the Committee. The duties and responsibilities of the Committee are as follows:

A. *Selection, Qualification and Evaluation of the Independent Auditor*

1. Select, retain, approve the fees and budget for, and oversee the Independent Auditor that audits the books and accounts of the Company and its subsidiaries for each fiscal year.
2. Review the performance of the Company's Independent Auditor and replace or terminate the Independent Auditor when circumstances warrant.
3. Obtain at least annually from the Company's Independent Auditor and review a report describing:
 - (a) the Independent Auditor's internal quality control procedures;
 - (b) any material issues raised by the most recent internal quality control review, peer review, or Public Company Accounting Oversight Board review of the Independent Auditor, 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 Auditor, and any steps taken to address any such issues; and
 - (c) all relationships between the Independent Auditor and the Company (including a description of each category of services provided by the Independent Auditor to the Company and a list of the fees billed for each such category).
4. Assess and review the independence of the Company's Independent Auditor by, among other things:

- (a) reviewing disclosed relationships or services that may impact the objectivity and independence of the Independent Auditor, and taking appropriate action to satisfy itself of the Independent Auditor's independence;
 - (b) ensuring that the lead audit partner and reviewing audit partner responsible for the audit of the Company's financial statements have not performed audit services for the Company for more than the previous five consecutive fiscal years of the Company;
 - (c) ensuring that the chief executive officer, controller, chief financial officer, chief accounting officer or other person serving in an equivalent position of the Company, was not, within one year prior to the initiation of an audit, an employee of the Independent Auditor who participated in any capacity in another audit of the Company; and
 - (d) considering whether there should be a regular rotation of the Company's Independent Auditor.
5. Instruct the Independent Auditor that it reports to and is accountable to the Committee and that the Committee is responsible for the selection, evaluation and termination of the Company's Independent Auditor.

B. Approval of Audit and Non-Audit Services of the Independent Auditor

- 1. Review and accept, if appropriate, the annual audit plan of the Independent Auditor, including the scope of audit activities, and all critical accounting policies and practices to be used to conduct the audit plan.
- 2. Review and pre-approve:
 - (a) the Independent Auditor's annual engagement letter, including the proposed fees set forth therein;
 - (b) all audit services to be provided by the Independent Auditor; and
 - (c) all permitted non-audit services to be provided by the Independent Auditor.

Pre-approval of audit and non-audit services may also be made by one or more members of the Committee as shall be designated by the Committee and such decisions shall be presented to the full Committee at the next scheduled meeting.

C. Oversight of the Annual Audit and Periodic Reporting

- 1. Monitor the status and progress of the annual audit plan during the year.
- 2. Review the results of the year-end audit of the Company, including any comments or recommendations of the Independent Auditor.

3. Review and discuss with management and the Independent Auditor, the following:
 - (a) the Company's annual audited financial statements and quarterly financial statements, and accompanying notes and related correspondence or statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," in each case prior to the filing of the respective annual and quarterly reports on Forms 10-K and 10-Q, as applicable;
 - (b) critical accounting policies and such other accounting policies of the Company as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body, including any financial reporting issues which could have a material impact on the Company's financial statements;
 - (c) the Company's accounting principles and financial statements presentations, including (i) any significant changes in the Company's selection or application of accounting principles; (ii) the completeness of information contained in the financial statements and related disclosures; (iii) estimates, judgments and uncertainties; (iv) unusual transactions; (v) accounting policies relating to significant financial statement items, including the timing of transactions and the period in which they are recorded; and (vi) any 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 ramifications and effects of alternative generally accepted accounting principles, methods and disclosures on the Company's financial statements;
 - (d) material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences; and
 - (e) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
4. Attempt to resolve any disagreements between the Independent Auditor and management regarding financial reporting.
5. Review on a regular basis with the Independent Auditor any problems or difficulties encountered by the Independent Auditor in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the Independent Auditor's activities or on access to requested information, and any significant disagreements with management. In connection therewith, the Committee should review with the Independent Auditor the following:
 - (a) any accounting adjustments that were noted or proposed by the Independent Auditor but were rejected by management (as immaterial or otherwise);
 - (b) any communications between the audit team and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement; and

(c) any “management” or “internal control” letter issued, or proposed to be issued, by the Independent Auditor.

6. Recommend to the Board that the annual audited financial statements and the MD&A be included in the Company’s annual report on Form 10-K.
7. Prepare a report to the Company’s stockholders for inclusion in the Company’s proxy statement as required by SEC rules.
8. Discuss generally with the management and the Independent Auditor, as appropriate, the type of information to be disclosed and type of presentations to be made regarding the Company’s earnings press releases, financial information and earnings guidance released to analysts and ratings agencies (especially the use of “pro forma” or “adjusted” information not prepared in compliance with generally accepted accounting principles); provided that the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

D. Oversight of the Financial Reporting Process and Internal Controls

1. Review the adequacy and effectiveness of the Company’s accounting and internal control policies and procedures on a regular basis, through inquiry and discussions with the Company’s Independent Auditor and management of the Company.
2. Review, as required by law, the yearly report prepared by (i) management, assessing the effectiveness of the Company’s internal control structure and procedures for financial reporting and stating management’s responsibility to establish and maintain such structure and procedures, and (ii) the Independent Auditor report on the effectiveness of the Company’s internal controls over financial reporting prior to its inclusion in the Company’s annual report, if applicable.
3. The Committee shall discuss with management, the internal auditors, and the Independent Auditor management’s process for assessing the effectiveness of internal controls over financial reporting under Section 404 of the Act, including any significant deficiencies or material weaknesses identified.
4. Review with the chief executive officer and chief financial officer and Independent Auditor, periodically, the following:
 - (a) all significant deficiencies in the design or operation of internal controls which 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 Independent Auditor;
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal controls; and

- (c) 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.
- 5. Review with management the Company's administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies.
- 6. Receive periodic reports from the Independent Auditor and management of the Company to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company.
- 7. Establish clear hiring policies by the Company for employees or former employees of the Independent Auditor.

E. Enterprise-Wide Risk Management

- 1. 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 (excluding, however, an assessment of risk related to compensation practices and policies, which is the responsibility of the Compensation and Management Development Committee).
- 2. Coordinate with the Vice President of Compliance and Ethics to review assessments of enterprise-wide risk management, management action plans and risk mitigation measures.
- 3. Review the Company's program to monitor compliance with the Company's Code of Business Conduct, and meet periodically with the senior executive of the internal audit function and the Vice President of Compliance and Ethics to discuss the monitoring of the Code of Business Conduct.
- 4. Evaluate whether the Company is operating in accordance with its prescribed policies and procedures.

F. Internal Audit Function

- 1. Review any appointment and/or replacement of the senior executive of the internal audit function, and ensure that such senior executive reports directly to the Committee.
- 2. Discuss with management, as well as the Independent Auditor, the responsibilities, budget, staffing, planned scope of work and performance of the internal audit function.

3. Review any significant reports to management prepared by the internal audit function and management's responses.

G. *Other Matters*

1. Meet at least annually with the in-house and/or outside counsel to review legal and regulatory matters, including any matters that may have a material impact on the financial statements of the Company.
2. Review financial implications and disclosure requirements relating to any conflicts of interest and related party transactions, as necessary (including all transactions required to be disclosed by Item 404 of Regulation S-K of the SEC).
3. Review the certifications required by Sections 302 and 906 of the Act, and the rules, if any, promulgated thereunder.
4. Review the Company's policies relating to the avoidance of conflicts of interest and review past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets. The Committee shall consider the results of any review of these policies and procedures by the Company's Independent Auditor.
5. Maintain procedures, as set forth in Annex A hereto, for the receipt, retention and treatment of complaints received by the Company regarding financial statement disclosures, accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
6. Cause to be made an investigation into any appropriate matter brought to its attention within the scopes of its duties.
7. Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting

review or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on: (i) the integrity of those persons and organizations within and outside the Company from which it receives information; (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board); and (iii) statements made by management or third parties as to any information technology, internal audit and other non-audit services provided by the auditors to the Company.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

V. INVESTIGATIONS; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into matters within the Committee's scope of duties and responsibilities, and may retain, at the Company's expense, such independent counsel, accountants or other advisers as it deems necessary.

Annex A

Procedures for the Anonymous Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls or Auditing Matters

The following is the procedure for the confidential, anonymous submission by employees of Interpace Diagnostics and its subsidiaries (the "Company") of concerns regarding questionable accounting, internal control, auditing or related matters ("Concerns"):

1. The Company shall forward to the Audit Committee of the Board of Directors (the "Audit Committee") any complaints that it has received regarding Concerns.
2. Any employee of the Company may submit, on a confidential, anonymous basis if the employee so desires, any Concerns in either of the following manners: (i) by reporting such Concerns via a confidential and secure Internet and telephone based reporting system administered by an external vendor (the "Ethics Hotline"), which may be accessed via the Internet at www.guideline.lrn.com or toll-free by telephone at 1-888-577-9483, or (ii) by setting forth such Concerns in writing and forwarding them in a sealed envelope to the Chair of the Audit Committee, in care of the Company's Vice President of Compliance and Ethics (the "Compliance Officer"), such envelope to be labeled with a legend such as: "Anonymous Submission of Complaint or Concern."

If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission made via the Compliance Hotline or in writing and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. Any such requests received by the Compliance Officer shall be forwarded promptly to the Chair of the Audit Committee.

3. Regardless of whether a message is received on the Ethics Hotline through the telephone or internet, the Head of Internal Audit or another person designated by him or her will review messages received on the Ethics Hotline and, within 48 business hours of receipt of e-mail notification, will arrange for the Ethics Hotline Committee to meeting to discuss the report. Such messages shall be recorded on a confidential log maintained by Company's independent Ethics Hotline vendor and shall contain the following data:

- date submitted;
- status;
- location, city/state/zip, country;
- status of reporter (employee, etc);
- alert level (green, yellow or red);
- report summary;
- issue type;
- person engaged in this behavior;
- supervisor or management involvement;
- management's knowledge of the issue;
- general nature of this matter;

- other relevant questions regarding the issue;
 - name of reporter if identified; and
 - follow-up questions by the Company
4. The Compliance Officer shall prepare an executive summary of the contents of each submission with respect to Concerns and send it to the Chair of the Audit Committee. The Head of Internal Audit shall promptly investigate the subject of each such executive summary and report his or her findings in writing to the Chair of the Audit Committee with recommendations, if any. The Chair of the Audit Committee will then communicate the complaint to other members of the Audit Committee. The Compliance Officer shall send a copy of each submission with respect to Concerns that specifically allege participation in wrongdoing by the CEO both to the Chair of the Audit Committee and to the CEO.
 5. At least quarterly to coincide with each Audit Committee meeting, the Head of Internal Audit will discuss all activity with the Chair of the Audit Committee. With respect to any issue that relates to disclosure controls and procedures, internal control over financial reporting or a related party transaction, the Head of Internal Audit will communicate each such item.
 6. The Audit Committee shall retain any such complaints or concerns for an appropriate period of time in accordance with legal requirements and any applicable document retention policies of the Company.
 7. This Annex A shall appear on the Company's website as part of this Charter.