

HANCOCK JAFFE LABORATORIES, INC.

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

(Adopted on December 11, 2017)

I. *Adoption of Charter*

The Board of Directors (the “**Board**”) of Hancock Jaffe Laboratories, Inc. (the “**Company**”) has adopted this Charter (the “**Charter**”) of the Audit Committee of the Board (the “**Committee**”), effective as of the date first indicated above.

II. *Organization*

1. Committee Structure and Membership

- a.** The Committee shall consist of at least three (3) directors of the Company (each, a “**member**”), as determined from time to time by the Board. Each member of the Committee shall be “independent” in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), the standards of The NASDAQ Stock Market, LLC (the “**Exchange Rules**”), and the Company's independence guidelines, as determined from time to time by the Board.
- b.** No member of the Committee can have participated in the preparation of the financial statements of the Company, or any current subsidiary of the Company, at any time during the previous three (3) years.
- c.** In accordance with the Exchange Rules, 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 the time of his or her appointment to the Committee.
- d.** At all times, there shall at least be one (1) member of the Committee who shall 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, internal accounting controls and experience with the preparation or auditing of financial statements of generally comparable companies, and the application of such principles in connection with the accounting for estimates, accruals and reserves, and shall otherwise qualify as an “audit committee financial expert” as defined by Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of

“audit committee financial expert” will also be presumed to qualify as a financially sophisticated audit committee member under this Section 1(d) and applicable Exchange Rules.

The designation of any person as an “audit committee financial expert” shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Committee, nor does it decrease the duties and obligations of other Committee members or the Board.

2. Appointment

The members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies shall be recommended by the Nominating and Corporate Governance Committee of the Board and thereafter appointed by the Board. Members of the Committee shall serve one-year terms and shall serve for such term or terms as the Board may determine, or until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. No member of the Committee may serve simultaneously on the audit committee of more than two other public companies without approval by the Board.

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman of the Committee by the majority vote of the full Committee membership. In the event of a tie vote on any issue, the Chairman’s vote shall decide the issue. The Chairman of the Committee will chair all regular sessions of the Committee and set agendas for Committee meetings.

3. Committee Meetings

The Committee shall meet as often as it deems necessary, but not less frequently than quarterly. The Chairman of the Board or any member of the Committee may call meetings of the Committee. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the full Board. The Committee shall take written minutes of its meetings and activities and submit such minutes to the recording secretary of the Company for filing.

The Committee shall meet separately, and periodically, with management, appropriate staff of the internal audit department and the independent auditor in separate executive sessions but at least once per year. In addition, the Committee will meet with the independent auditors and management quarterly to review the Company’s financial statements in a manner consistent with that outlined in the “Financial Statement and Disclosure Matters” section of this Charter. The Committee may request any officer or employee of the Company, the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. However, the Committee shall meet regularly without such individuals present. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Among the items to be discussed in executive session are the independent auditor's evaluation of the Company's financial, accounting, and auditing personnel and the cooperation that the independent auditor received during the course of the audit.

4. Reports to the Board

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board, including with respect to the quality and integrity of the Company's financial statements, the performance and independence of the Company's independent auditor, the performance of the internal audit function, and the Company's compliance with legal or regulatory requirements that may have a material effect on the financial statements, and shall make recommendations to the Board as appropriate.

III. Purpose

The Committee is appointed by the Board for the purposes of:

- 1.** Assisting the Board with the oversight of:
 - a.** the administration of, and compliance with, the Company's Code of Ethics and Business Conduct;
 - b.** the integrity of the financial statements of the Company and audits of the financial statements of the Company;
 - c.** the Company's independent auditor's qualifications, independence, and performance and determining whether to retain existing independent auditors or engage new independent auditors;
 - d.** reviewing and approving the engagement of the Company's independent auditors to perform audit services and any permissible non-audit services;
 - e.** the performance of the Company's disclosure controls and procedures, internal audit function and independent auditor;
 - f.** reviewing the major financial risk exposures, including the guidelines and policies to govern the process by which risk assessment and risk management is implemented;
 - g.** the accounting and financial reporting processes of the Company, the audits of the financial statements of the Company, and the adequacy of the Company's systems of internal accounting and financial controls and reporting processes;
 - h.** the Company's compliance with general legal and regulatory requirements; and

- i. reviewing and evaluating on an annual basis the performance of the Committee, including compliance of the Committee with this Charter.
2. The Committee shall report to the Board with respect to such matters and initiate and/or approve appropriate changes in any or all of these areas when necessary.

IV. *Function and Responsibilities*

1. Duties and Responsibilities

To carry out its purposes, the Committee shall have the following duties and responsibilities:

a. Financial Statement and Disclosure Matters

- i. Review with management and the independent auditor the Company's annual and quarterly audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K and Form 10-Q, respectively, before the Form 10-K and Form 10-Q is filed. Such review should include management's and the independent auditor's judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Such review should include discussion with management and the independent auditor of significant issues regarding accounting principles, practices and judgments, and presentation of the financial statements.
 - ii. To recommend to the Board that the audited financial statements and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section be included in the Company's Form 10-K and produce the audit committee report required to be included in the Company's proxy statement.
 - iii. Discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards, including significant findings, matters relating to the conduct of the audit, any problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, any significant disagreements with management, and any actual or proposed adjustments to the financial statements, and management's response to such matters.

- iv. Discuss with management and the independent auditor 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, the effects of alternative GAAP methods, and any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies. Inquire as to the independent auditor's views about whether management's choices of accounting principles appear reasonable from the perspective of income, asset and liability recognition, and whether those principles are common practices or minority practices.

- v. Review at least annually and discuss with the independent auditors:
 - 1. the independent auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process;
 - 2. the overall audit strategy;
 - 3. the scope and timing of the annual audit;
 - 4. any significant risks identified during the independent auditors' risk assessment procedures;
 - 5. all critical accounting policies and practices to be used in the audit;
 - 6. the development, selection and disclosure of critical accounting estimates and 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 all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, regulatory and accounting initiatives, and off balance sheet transactions and structures on the financial statements of the Company;
 - 7. the accounting treatment accorded significant transactions as well as all alternative treatments of financial information within GAAP that have been discussed with management,

the ramifications of the use of such alternative treatments and the treatment preferred by the auditors;

- 8.** any significant accounting issues, including any second opinions sought by management on accounting issues;
 - 9.** the Company's use of reserves and accruals, as reported by management and the independent auditor; and
 - 10.** other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- vi.** If applicable, discuss with management and the independent auditor the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and need not take place in advance of such release or each instance in which the Company may provide earnings guidance.
 - vii.** Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet arrangements on the Company's financial statements.
 - viii.** Discuss with management, the internal audit department and the independent auditors the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. Such discussion should also include the Company's exposure to counterparties or other institutions which the Company believes are at risk of significant financial distress.
 - ix.** Keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
 - x.** Review management's assessment of the effectiveness of the Company's internal controls over financial reporting as of the end

of the most recent fiscal year and the independent auditor's report on management's assessment of controls and their report on internal controls over financial reporting.

b. Oversight of the Company's Relationship with the Independent Auditor

- i.** Select, engage, compensate, evaluate, and, if appropriate, terminate or replace the independent accountants of the Company, including any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall have the sole authority to negotiate and approve all audit engagement fees and terms.
- ii.** Pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.
- iii.** The Committee, in its capacity as a committee of the Board, must be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Committee.
- iv.** Review and evaluate the qualifications, performance and independence of the lead partner of the independent auditor.
- v.** Obtain and review a report from the independent auditor (the "**Auditor's Statement**") at least annually regarding:
 - 1.** the independent auditor's internal quality control procedures;
 - 2.** any material issues raised by the most recent internal quality control review, Public Company Accounting Oversight Board review or peer review, of the firm or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;

3. any steps taken to deal with any such issues; and
 4. an assessment of the auditor's independence and all relationships between the independent auditor and the Company, including each non-audit service provided to the Company.
- vi. Discuss with the independent auditor any relationships or services disclosed in the Auditor's Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditor.
 - vii. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and the internal audit department. The Committee shall present its conclusions with respect to the independent auditor to the Board.
 - viii. Obtain and review the written disclosures and the letter from the independent auditor required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and proof that it is registered as a "registered public accounting firm" by the Public Company Accounting Oversight Board, and discuss with the independent auditor the independent auditor's independence and any disclosed relationships or services that may impact the objectivity of the independent auditor.
 - ix. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as may be required by law, and consider whether, in order to assure continuing auditor independence, it is appropriate to rotate the independent auditing firm itself.
 - x. Meet with the independent auditor and financial management of the Company prior to the audit to discuss the planning and staffing of the audit, the scope of the prospective audit and the audit procedures to be utilized, the estimated fees therefore and such other matters pertaining to the audit as the Committee may deem appropriate. At the conclusion of the annual audit, review with the auditors and management the performance of the audit, including any comments or recommendations made by the independent auditor.

- xi.** Meet separately, periodically, with the Company's management, with the staff of the Company's internal audit department (or other personnel responsible for the internal audit function) and with the Company's independent auditors.

In evaluating the Company's relationship with its independent auditor, the Committee shall take into account the opinions of management and the staff of the Company's internal audit department (or other personnel responsible for the internal audit function).

c. Oversight of the Company's Internal Audit Function

- i.** Review the internal audit function when appropriate and as applicable, including:
 - 1.** its purpose, authority and organizational reporting lines;
 - 2.** its annual audit plan, budget and staffing;
 - 3.** the appointment, compensation and rotation of the staff of the internal audit department; and
 - 4.** the scope and performance of the internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports.

d. Compliance Oversight Responsibilities

- i.** Receive any reports from the independent auditor, and report to the independent auditor, any information of which they are aware indicating that an illegal act has or may have occurred.
- ii.** Adopt policies and procedures for the review and approval, by the Committee or otherwise, of transactions with related persons.
- iii.** Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, disclosure or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- iv.** Receive, review and discuss any reports of corporate attorneys or with respect to a violation of securities laws, breaches of fiduciary duties or other material violations of laws.
- v.** Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

- vi. Investigate such matters as it deems appropriate in connection with fulfilling its duties and responsibilities.
- vii. Review periodically, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.
- viii. Review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Company. In connection with these reviews, the Committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees to discuss, among other things, any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries from governmental agencies.

V. *Outside Advisors*

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

VI. *Committee Funding*

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of: (1) compensation to the Company's independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services; (2) any other accounting firm engaged to perform services for the Company; (3) any outside counsel and any other advisors to the Committee; and (4) for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VII. *Delegation of Authority*

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VIII. *Limitation of Committee's Role*

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

IX. *Periodic Review and Amendment of Charter and Committee*

The Committee shall perform a periodic review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess on an annual basis the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate. Any amendment or other modification of this Charter shall be made and approved by the full Board.

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