

AKOUSTIS TECHNOLOGIES, INC.

CHARTER OF THE AUDIT COMMITTEE

The Board of Directors (the “Board”) of Akoustis Technologies, Inc. (the “Company”) is constituting and establishing an Audit Committee (the “Committee”) with the authority, responsibility and specific duties described herein. This Charter and the composition of the Committee are intended to comply with applicable law, including the federal securities laws and rules of the Securities and Exchange Commission (the “Commission”).

Purpose

The purpose of the Audit Committee is to represent and assist the Board of Directors in its general oversight of the Company’s accounting and financial reporting processes, audits of the financial statements, internal control and audit functions, and compliance with legal and regulatory requirements and ethical standards adopted by the Company.

Management is responsible for:

1. Preparation, presentation and integrity of the Company’s financial statements;
2. Accounting and financial reporting principles;
3. Identifying risks faced by the Company; and
4. The Company’s internal controls and procedures which are designed to promote compliance with accounting standards, applicable laws and regulations and the Company’s ethical standards.

The Company’s independent accounting firm (the “Independent Auditors”) is responsible for performing an independent audit of the consolidated financial statements in accordance with generally accepted auditing standards.

The Audit Committee members are not professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management and the Independent Auditors, nor can the Committee certify that the Independent Auditor is “independent” under applicable rules. The Audit Committee serves a board level oversight role where it oversees the relationship with the Independent Auditors, as set forth in this Charter, receives information and provides advice, counsel and general direction, as it deems appropriate, to management and the Independent Auditors, taking into account the information it receives, discussions with the Independent Auditors, and the experience of the Committee’s members in business, financial and accounting matters.

Membership and Structure

The Committee shall be composed of at least three directors, each of whom shall, as determined by the Board, meet the independence requirements established by the Board, the Company’s

bylaws and laws, regulations and exchange listing requirements applicable to the Company. Members of the Committee, including the Chair of the Committee, shall be appointed on an annual basis by the full Board.

Each Committee member shall in the judgment of the Board have the ability 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 should have past or current employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that 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. In addition, as may be required by applicable securities exchange rules, at least one member of the Committee should, in the judgment of the Board, be an "audit committee financial expert" as defined by the rules and regulations of the Securities and Exchange Commission (the "SEC"). A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. No Committee member may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years.

In fulfilling their responsibilities set forth herein, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not necessarily represent themselves to be, accountants or auditors by profession. When necessary or appropriate, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company.

Committee Meetings and Procedure

Meetings of the Audit Committee shall be held at such times and places as the Audit Committee shall determine, including by written consent. The Committee shall meet at least four (4) times annually, and more frequently as circumstances may dictate, including executive session outside of the presence of any senior executive officer of the Company. The Committee shall meet as needed with management of the Company, the Independent Auditors, and other Company executives or consultants in separate executive sessions to discuss any matters that the Audit Committee or each of these groups believe should be discussed privately. In addition, the Committee should meet with the Independent Auditors and management quarterly to review the Company's financial statements. The Chair of the Audit Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, the Audit Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

Responsibilities and Authority of the Committee

In furtherance of the purposes of the Committee, the Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee by the Board:

A. ***Engagement of Independent Auditors.*** The Committee shall:

1. Directly appoint, retain, replace, compensate, evaluate and oversee the Independent Auditors. The Independent Auditors shall report directly to the Committee.
2. Pre-approve all audit services and all permissible non-audit services to be performed for the Company by its Independent Auditors, as contemplated by Section 10A(i) of the Exchange Act.
3. The Committee shall be directly responsible for oversight of the Independent Auditors, including their independence and the resolution of disagreements between management and the Independent Auditors.
4. Discuss with the Independent Auditors at least annually the Independent Auditors' internal quality-control procedures, any material issues raised by the most recent peer review and any other matters required to be addressed pursuant to any applicable rules or requirements.
5. Discuss with the Independent Auditors the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standards No. 1301, *Communications with Audit Committees*, or any successor standard thereto, together with any other matters as may be required for public disclosure or otherwise under applicable laws, rules, regulations and listing requirements.
6. Receive from the Independent Auditors, on a periodic basis, a formal written statement delineating all relationships between the Independent Auditors and the Company and discuss with the Independent Auditors any disclosed relationships or services that may impact the objectivity and independence of the Independent Auditors.
7. Obtain from the Independent Auditors assurance that Section 10A(b) of the Exchange Act (generally relating to the Independent Auditors' identification of illegal acts and related party transactions) has not been implicated.
8. Evaluate the Independent Auditors, including the Independent Auditors' qualifications, performance and independence, the competence, experience and qualifications of the lead partner and senior members of the Independent Auditors' team, and the quality control procedures of the Independent Auditors. The Committee also shall ensure the rotation of the audit partners as required by law. The Committee will present its conclusions with respect to the Independent Auditors to the Board.
9. Discuss with the Independent Auditors the overall scope and plans for their audits, including the adequacy of staffing.

10. Receive an annual report from the Independent Auditors that describes (a) all critical accounting policies and practices to be used by the Company, (b) all material alternative treatments within GAAP suggested to management, and (c) any other written communication with management.

B. *Review Financial Statements and Financial Disclosure.* The Committee shall:

1. Review and discuss with the Independent Auditors significant accounting and financial reporting issues and understand their impact on the financial statements. These issues include:
 - Complex or unusual transactions and areas requiring a high degree of judgment and/or estimation.
 - Major issues regarding accounting principles and financial statement presentations, including significant changes in the Company's selection of application of accounting principles.
 - The effect of regulatory and accounting initiatives as well as off-balance sheet structures, on the financial statements of the Company.
2. Review material written communications between management and the Independent Auditors and analyses prepared by management and/or the Independent Auditors indicating significant financial reporting issues and judgments made in connection with the preparation of financial statements. This includes analyses of the effects of alternative GAAP methods on the financial statements.
3. Review with management and the Independent Auditors the results of the audit, including any difficulties encountered. This review will include any restrictions on the scope of the Independent Auditors' activities or on access to requested information, and any significant disagreements with management.
4. Prior to the filing of any Form 10-K or 10-Q report, review and discuss with management and the Independent Auditors the Company's annual audited and quarterly unaudited financial statements, the proposed disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the bases for the required CEO and CFO certifications, and, in the case of the audited financial statements, recommend to the Board whether such financial statements should be included in the Form 10-K.
5. The Committee shall also furnish any reports or disclosure required to be provided by the Committee in a Form 10-K, proxy statement or other report filed with the SEC.
6. Review and discuss with management earnings press releases (particularly use of any "pro-forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and ratings agencies.

C. *Periodic Assessment of Accounting Practices and Policies.* The Committee shall:

1. Obtain and review timely reports from the Independent Auditors regarding (a) all critical accounting policies and practices to be used, (b) all alternative treatments of financial information within 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 Auditors, and (c) other material written communications between the Independent Auditors and management, such as any management letter or schedule of unadjusted differences.
2. Review and discuss with management the effectiveness of, or any deficiencies in, the design or operation of disclosure controls and procedures or internal control over financial reporting and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting. Review any report issued by the Company's Independent Auditors regarding management's assessment of the Company's internal controls.
3. Periodically 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 major issues as to the adequacy of the Company's internal control over financial reporting and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and (c) the effect of regulatory and accounting initiatives on the financial statements of the Company.

D. *Proxy Statement.* The Committee shall prepare and approve the report of the Audit Committee required by the rules of the SEC to be included in the Company's annual proxy statement. In addition, the Committee shall approve any reports or other disclosures required for inclusion in the Company's annual report, proxy statement or other reports, as applicable.

E. *Internal Control Over Financial Reporting.* The Committee shall:

1. Review and discuss with management, at least quarterly, management's evaluation of, and conclusions regarding, the effectiveness of the Company's internal control over financial reporting, including information technology security and control. Such evaluation and discussion shall address any significant deficiencies or material weaknesses in the design or operation of such internal control over financial reporting or any fraud involving management or other employees having a significant role in the Company's internal controls.
2. Understand the scope of internal and Independent Auditors' review of internal control over financial reporting, and obtain and review reports on significant findings and recommendations, together with management's responses.

F. Risk and Risk Management. The Committee shall review and discuss with management the risks faced by the Company and the policies, guidelines, and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

G. Complaint Procedures, Ethics, and Compliance Management. The Committee shall:

1. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, pursuant to and to the extent required by law, regulations, rules and listing requirements applicable to the Company.
2. Review the findings of any examinations by regulatory agencies, other significant regulatory or governmental correspondence or actions, and observations of the Independent Auditors.
3. Periodically review the Company's Code of Ethics and Conduct and recommend any changes to the Board.
4. Recommend to the Board for approval and oversee the administration of the Company's Whistleblower Policy.

H. Legal Matters. The Committee shall:

1. Review legal and regulatory matters that may have a material impact on the financial statements and related Company compliance policies and programs.
2. Conduct or authorize investigations into or studies of matters within the scope of the Committee's responsibilities under this Charter or as may be assigned to it from by the Board.

I. Related-Party Transactions. The Committee shall:

1. Review and approve related-party transactions, as defined by the SEC, on an ongoing basis and in accordance with the Company's related party transaction approval policy.
2. The Committee shall review and discuss with the Independent Auditors the Independent 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 independent audit.

Review of Committee Charter and Committee Performance Evaluation

The Committee will engage in a periodic self-assessment with the goal of continuing improvement, and will annually review and reassess the adequacy of its Charter and recommend any changes to

the full Board. The Committee will periodically confirm that all responsibilities outlined in this Charter have been carried out.

Committee Resources

In order to carry out the duties conferred upon the Committee by the Charter, the Committee is authorized to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts, as it deems appropriate, without seeking approval of management or the Board. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of such fees, as well as for any ordinary administrative expenses necessary or appropriate in carrying out the Committee's duties.

The Chair of the Audit Committee is to be contacted directly by the Chief Accounting Executive or the Independent Auditors (1) to review items of a sensitive nature that can impact the accuracy of financial reporting or (2) to discuss significant issues relative to the overall Board responsibility that have been communicated to management but, in their judgment, may warrant follow-up by the Audit Committee.

Adopted the 9th day of February, 2017, by resolution of the Board of Directors.