

CV Sciences, Inc.

Audit Committee Charter

Effective February 22, 2023

Status

The Audit Committee is a committee of the Board of Directors.

Membership

The Audit Committee shall consist of at least two directors all of whom in the judgment of the Board of Directors shall be independent. Each member shall in the judgment of the Board of Directors have the ability to read and understand the Company's basic financial statements. At least one member of the Audit Committee shall in the judgment of the Board of Directors be an audit committee financial expert in accordance with the rules and regulations of the Securities and Exchange Commission and at least one member (who may also serve as the audit committee financial expert) shall in the judgment of the Board of Directors have accounting or related financial management expertise in accordance with Nasdaq listing standards.

Purpose

The Audit Committee shall represent and assist the Board of Directors with the oversight of: (a) the integrity of the Company's financial statements and internal controls, (b) the Company's compliance with legal and regulatory requirements, (c) the independent registered public accounting firm's qualifications and independence and (d) the performance of the Company's internal audit function and the independent registered public accounting firm. Except as otherwise required by applicable laws, regulations or listing standards, all major decisions are considered by the Board of Directors as a whole.

Responsibilities

1. Select and retain (subject to approval by the Company's stockholders), evaluate and terminate when appropriate, the independent registered public accounting firm, set the independent registered public accounting firm's compensation, oversee the work of the independent registered public accounting firm and pre-approve all audit services to be provided by the independent registered public accounting firm.
2. Pre-approve all permitted non-audit services to be performed by the independent registered public accounting firm and establish policies and procedures for the engagement of the independent registered public accounting firm to provide permitted audit and non-audit services.
3. At least annually, receive and review: (a) a report by the independent registered public accounting firm describing the independent registered public accounting

firm's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board (PCAOB) review, of the independent auditing 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, and any steps taken to deal with any such issues; and (b) other required reports from the independent registered public accounting firm.

4. At least annually, engage in a dialogue with the independent registered public accounting firm and consider their independence, including whether the provision by the independent registered public accounting firm of permitted non-audit services is compatible with independence, obtain and review a formal written report from the independent registered public accounting firm describing all relationships between the firm and the Company and take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the independent registered public accounting firm.
5. Review with the independent registered public accounting firm:
 - (a) the scope and results of the audit;
 - (b) any problems or difficulties that the auditor encountered in the course of the audit work, and management's response; and
 - (c) any questions, comments or suggestions the auditor may have relating to the internal controls, and accounting practices and procedures, of the Company or its subsidiaries.
6. Review, at least annually, the scope and results of the internal audit program (if applicable), including then current and future programs of the Company's internal audit program (if applicable), and procedures for implementing accepted recommendations made by the independent registered public accounting firm.
7. Review with the independent registered public accounting firm and the Company's management: (a) the adequacy and effectiveness of the systems of internal controls (including any significant deficiencies and significant changes in internal controls reported to the Audit Committee by the independent registered public accounting firm or management), accounting practices, and disclosure controls and procedures (and management reports thereon), of the Company and its subsidiaries; and (b) current accounting trends and developments, and take such action with respect thereto as may be deemed appropriate.
8. Review with management and the independent registered public accounting firm the annual and quarterly financial statements of the Company, including: (a) any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of a report on Form 10-K or 10-Q with the Securities and Exchange Commission; (b) disclosures relating to internal controls over financial reporting; (c) the items required by Statement of Auditing Standards

61 as in effect at that time in the case of the annual statements and Statement of Auditing Standards 100 as in effect at that time in the case of the quarterly statements; (d) meet to review the Company's specific disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations" included in the Company's Form 10-K or 10-Q filed with the Securities and Exchange Commission; and (e) resolve any difficulties or disagreements between management and the independent registered public accounting firm regarding financial reporting.

9. Compile a list of potential independent auditors and conduct the necessary preemptive due diligence to ensure that the Company is not without a registered independent auditor for more than 30 days upon the resignation or termination of its current registered independent auditor.
10. Recommend to the Board of Directors, based on the review described in paragraphs 4 and 8 above, whether the financial statements should be included in the annual report on Form 10-K.
11. Review earnings press releases, as well as Company policies with respect to earnings press releases, financial information and earnings guidance provided to analysts and rating agencies (this function may be performed by the Chair or the full Committee).
12. Discuss Company policies with respect to risk assessment and risk management, and review contingent liabilities and risks that may be material to the Company and major legislative and regulatory developments which could materially impact the Company's contingent liabilities and risks.
13. Review: (a) the status of compliance with laws, regulations, and internal procedures; and (b) the scope and status of systems designed to promote Company compliance with laws, regulations and internal procedures, through review of reports from management, legal counsel and third parties as determined by the Audit Committee.
14. Establish procedures for the confidential and anonymous receipt, retention and treatment of complaints regarding the Company's accounting, internal controls and auditing matters, as well as for the confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters
15. Establish policies for the hiring of employees and former employees of the independent registered public accounting firm.
16. Retain separate and independent advisors or counsel to aid in fulfilling its responsibilities under its charter, which shall be at CV Sciences' expense.
17. Conduct an annual performance evaluation of the Audit Committee and annually review and reassess the adequacy of its charter.

18. Solicit input as necessary to review the accuracy of disclosures related to issues within its expertise, including, without limitation: (i) communications with and activities relating to the relevant regulatory authorities, including but not limited to the SEC; (ii) operations, enterprise risks, and compliance matters that may have a material impact on the Company's operational performance, financial health, stability, or liquidity, (iii) updates to the Company's specialty pharmaceutical business; or (iv) any other matter required to be disclosed under state and federal securities laws and regulations.
19. Require all employees to cooperate with Audit Committee investigations. Any failure to cooperate shall be grounds for discipline by the Board, including, but not limited to, termination, in the sole discretion of the Board. This applies to all Company employees, including, but not limited to, the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and the Chairman of the Board.
20. In its oversight capacity, the Audit Committee has the duty to oversee that the Company implements and maintains internal controls over accounting and financial reporting and reporting systems and to oversee the integrity, accuracy, completeness, and timeliness of the Company's financial statements and related public filings and disclosures.
21. Receive annually a report listing all trades in CV Sciences securities engaged in by Section 16 officers.
22. Monitor compliance with CV Sciences' Code of Ethics. In the event that a violation of the Code of Ethics is sufficiently material to trigger a disclosure obligation, the Audit Committee shall report the violation to the full Board in writing.
23. Report to Compensation Committee on an annual basis regarding the CEO's and CFO's contribution to CV Sciences' culture of ethics and compliance with applicable laws, rules, and regulations.
24. Keep the Board apprised of its activities and shall directly advise the Board in detail of its material findings on a periodic basis.

Meetings

The Audit Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Audit Committee shall periodically meet separately, in executive session, with management, the internal auditor and the independent registered public accounting firm. The Audit Committee shall report regularly to the Board of Directors with respect to its activities and make recommendations to the Board of Directors as appropriate.