

IBIO, INC.

AUDIT COMMITTEE CHARTER

A. Purpose

The purpose of the Audit Committee (the "Audit Committee") is to represent and assist the Board of Directors (the "Board") of iBio, Inc. (the "Company") in fulfilling the following primary duties and responsibilities:

1. Monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance;
2. Oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements;
3. Monitor the qualifications, independence, and performance of the Company's independent registered public accounting firm (the "independent auditor" or "independent accountants");
4. Oversee the Company's compliance with legal and regulatory requirements; and
5. Provide an avenue for, and encourage open dialogue and communication among the independent auditor, management, and the Board.

B. Structure and Membership

1. Composition. Except as otherwise required, the Audit Committee shall consist of two or more members and will otherwise meet any applicable requirements imposed by NYSE American, LLC ("NYSE American"), taking into consideration any exemption or grace period from such requirements available to the Company under NYSE American listing standards. The Nominating & Governance Committee shall recommend, and the Board shall designate, the members and a Chairperson of the Audit Committee. At least one member 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. In addition, the Audit Committee shall not include any member who:
 - is a former partner or director of the Company's existing auditing firm (i) if such position has been held within the prior 12 months, or (ii) if such person has any financial interest in the auditing firm;
 - has participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three (3) years;
 - accepts any consulting, advisory or other compensatory fee, directly or indirectly, from the Company, other than in his or her capacity as a member of the Audit Committee, the Board or any other committee of the Board; or
 - is an affiliate of the Company or any subsidiary of the Company, other than a director who meets the independence requirements imposed by NYSE American.

2. Term, Selection, and Removal. The Members of the Audit Committee shall be appointed by the Board annually to serve a one-year term. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. The Chairperson of the Audit Committee shall be appointed by the Board to serve a three-year term. The Board may remove members of the Audit Committee (including the Chair) with or without cause by a vote of the majority of directors of the full Board then in office.
3. Independence. Each member of the Audit Committee shall be independent as defined by such rules and regulations, meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 (the "Exchange Act") (subject to the exemptions provided in Rule 10A-3(c)) and Section 803 under the NYSE American, LLC ("NYSE American") company guide.
4. Financial Literacy. Each member of the Audit 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 Audit Committee. In addition, unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company's annual report filed with the SEC), at least one member of the Audit Committee shall be an "audit committee financial expert" (as defined by applicable SEC rules).
5. Compensation. The compensation of Audit Committee members shall be as determined by the Board. No member of the Audit Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or a committee of the Board.
6. Additional Appointments. No member of the Audit Committee shall serve on an audit committee of more than two other publicly traded companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee.

C. Authority and Responsibilities

1. General. The Audit Committee's responsibilities include, but are not limited to, the responsibilities which are required of audit committees under the corporate governance rules of NYSE American. The Audit Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the Company's registered public accounting firm (the "independent auditor"), in accordance with its business judgment. The Audit Committee will consider the potential effects on the Company's reputation of Company actions and public statements within the scope of its responsibility.
2. Limitations on Role. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent auditors are responsible for auditing and/or reviewing the Company's

financial statements, unaudited interim financial statements, and internal control over financial reporting. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Audit Committee to plan or conduct any audits, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's reports.

3. Oversight of Independent Auditors.

- i. Selection. The Audit Committee shall be solely and directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent auditor. The Audit Committee may, at its discretion, seek stockholder ratification of the independent auditor it appoints.
- ii. Independence. The Audit Committee shall take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditor, including but not limited to discussing with the independent auditor the matters required to be discussed by Auditing Standards No. 16. In connection with this responsibility, the Audit Committee shall obtain and review a formal written statement from the independent auditor consistent with and in satisfaction of Independence Standards Board Standard No. 1, as amended, including without limitation, descriptions of (x) all relationships between the independent auditor and the Company, (y) any disclosed relationships or services that may impact the independent auditor's objectivity and independence and (z) whether any of the Company's senior financial personnel were recently employed by the independent auditor. The Audit Committee shall actively engage in dialogue with the independent auditor concerning any disclosed relationships or services that might impact the objectivity and independence of the auditor.
- iii. Hiring Policies. The Audit Committee shall establish clear policies for hiring current employees or former employees of the independent auditor, including policies to ensure that any such hiring will not cause such independent auditor to no longer be considered independent.
- iv. Compensation. The Audit Committee shall have sole and direct responsibility for setting the compensation of the independent auditor. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditor established by the Audit Committee.
- v. Preapproval of Services. The Audit Committee shall pre-approve all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services (review, attest and non-audit) to be provided to the Company by the independent auditor; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules.
- vi. Auditor's Report. Review the independent auditor's report required by Section 204 of Sarbanes-Oxley Act of 2002, describing (i) all critical accounting policies and practices to be used, (ii) all alternative treatments of financial information within United States generally accepted accounting principles ("GAAP") that

have been discussed with management, (iii) ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (iv) other material written communications between the auditor and management, such as any management letter or schedule of unadjusted differences.

- vii. Oversight. The Audit Committee shall, at least annually, evaluate the independent auditor's qualifications, performance and independence. The independent auditor shall report directly to the Audit Committee, and the Audit Committee shall have sole and direct responsibility for overseeing the work of the independent auditor, including resolution of disagreements between Company management and the independent auditor regarding financial reporting. In connection with its oversight role, the Audit Committee shall, from time to time as appropriate, but no less frequently than annually, receive and consider the reports required to be made by the independent auditor regarding:

- a. Critical accounting policies and practices;
- b. Alternative treatments within GAAP for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
- c. The independent auditor's performance, including its internal quality-control procedures; and
- d. Other material written communications between the independent auditor and Company management.

4. Audited Financial Statements.

- i. Review and Discussion. The Audit Committee shall review and discuss with the Company's management and independent auditor the Company's annual audited financial statements and quarterly financial statements, including the matters about which Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU §380) requires discussion. In addition, the Audit Committee shall discuss significant issues regarding accounting principles, practices and judgments, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".
- ii. Recommendation to Board Regarding Financial Statements. The Audit Committee shall consider whether it will recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.

5. Audit Committee Report. The Audit Committee shall prepare an annual committee report for inclusion where necessary in the Company's Annual Report on Form 10-K or in the proxy statement of the Company relating to its annual meeting of security holders.

6. Review of Other Financial Disclosures.

- i. Independent Auditor Review of Interim Financial Statements. The Audit Committee shall direct the independent auditor to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information and to discuss promptly with the Audit Committee and the Company's principal financial officer any matters identified in connection with the auditor's review of interim financial information which are required to be discussed by applicable auditing standards. The Audit Committee shall direct management to advise the Audit Committee in the event that the Company proposes to disclose interim financial information prior to completion of the independent auditor's review of interim financial information.
- ii. Earnings Release and Other Financial Information. The Audit Committee shall discuss generally the type and presentation of information to be disclosed in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies and others.

7. Risk Management, Related Party Transactions, Legal Compliance and Code of Conduct.

- i. Oversight. The Audit Committee, in consultation with management, the independent auditor and other independent advisors, shall consider the integrity of the Company's financial reporting processes and controls, including (i) internal control over financial reporting and other internal controls and (ii) disclosure controls and procedures. The Audit Committee shall discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. The Audit Committee shall receive and review the reports of the CEO and the Company's principal financial officer required by Rule 13a-14 of the Exchange Act.
- ii. Procedures for Complaints. The Audit Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- iii. Related Party Transactions. The Audit Committee shall review all "related party transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) on an ongoing basis, and all such transactions shall be approved by the Audit Committee.
- iv. Code of Business Conduct and Ethics. In consultation with the Nominating and Corporate Governance Committee, maintain a Code of Business Conduct and Ethics applicable to all employees and directors of the Company, which meets the requirements of Item 406 of the SEC's Regulation S-K and the rules of NYSE American, and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code of Conduct. Review such Code of Business Conduct and Ethics periodically and recommend such changes to such Code of Conduct to the Audit Committee, together with the Nominating and Corporate Governance Committee, shall deem appropriate, and adopt

procedures for monitoring and enforcing compliance with such Code of Business Conduct and Ethics. As requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Company's Code of Business Conduct and Ethics, and adopt as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.

- v. General Counsel. Review with the Company's general counsel, or in the absence of the general counsel, the Company's chief financial officer, and report to the Board on litigation, material government investigations and compliance with applicable legal requirements and the Company's Code of Conduct.
- vi. Investment Policy. The Audit Committee shall periodically review the Company's investment policy and discuss Company policies with respect to risk assessment and risk management, as well as the Company's major financial risk exposures.
- vii. Additional Powers. The Audit Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

- 1. Meetings. The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities, but no less frequently than quarterly. The Audit Committee may also act by unanimous written consent in lieu of a meeting. The Audit Committee is authorized to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter, (ii) any provision of the Certificate of Incorporation or By-Laws of the Company or (iii) the laws of the State of Delaware. The Audit Committee shall meet with the independent auditor and management to review the Company's financial statements and financial reports. The Audit Committee will maintain copies of minutes of each meeting of the Audit Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Audit Committee. A copy of the minutes of each meeting and all consents will be placed in the Company's minute books..
- 2. Subcommittees. The Audit Committee may, to the extent permitted by the applicable rules under NYSE American and applicable law, form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member). Any decision of a subcommittee to pre-approve audit, review, attest or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting.
- 3. Reports to Board. The Audit Committee shall report regularly to the Board.
- 4. Annual Evaluation. The Audit Committee shall conduct an annual performance self-evaluation of the Audit Committee. The Audit Committee shall report its conclusions regarding this evaluation to the Board. The Audit Committee's report to the Board should generally include an assessment of its compliance with this Charter as well as an identification of areas in which the Audit Committee could improve its performance.

5. Charter. The Audit Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board for approval any improvements to this Charter that the Audit Committee considers necessary or valuable.
6. Independent Advisors. The Audit Committee is authorized, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its duties and responsibilities. Such independent advisors may be the regular advisors to the Company. The Audit Committee will be directly responsible for appointing, compensating, and overseeing the work of any advisor retained by the Audit Committee and will receive appropriate funding from the Company, as determined by the Audit Committee, for payment of (i) reasonable compensation to such advisor and (ii) any other ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties. To the extent required by applicable NYSE American rules, the Audit Committee will assess the independence of any advisor (other than in-house legal counsel) taking into account the factors specified in such rules and any other applicable considerations, provided, however, that the Audit Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent. It is the Audit Committee's intent that communications between the Audit Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Audit Committee will take reasonable steps to preserve the privileged nature of those communications.
7. Investigations. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Audit Committee or any advisors engaged by the Audit Committee.
8. Funding. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

E. Public Availability

The Company shall make this Charter available on or through its website.