

AUDIT COMMITTEE CHARTER

of

22nd CENTURY GROUP, INC.

Scope of Audit Committee's Responsibilities and How it Carries Out Those Responsibilities

Adopted on February 14, 2014

Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of 22nd Century Group, Inc. (the "Company") to appoint, replace and oversee the Company's independent auditor ("Independent Auditor") and to assist the Board in monitoring the systems of internal controls, the integrity of the financial reporting process, and the financial statements and reports of the Company; the performance of the Company's internal audit function; assessing and mitigating business and financial risks to the Company; and the compliance by the Company with legal and regulatory requirements. The Audit Committee shall provide an open avenue for communication among the internal auditors, the Independent Auditor, management of the Company ("Management") and the Board.

Committee Membership

The Audit Committee shall consist of at least three members of the Board. The members of the Audit Committee shall meet the independence and experience requirements of the Securities and Exchange Commission ("SEC"), the stock exchange on which it is listed (the "Exchange"), and, to the extent independence and experience requirements are established by such body, the Public Company Accounting Oversight Board ("PCAOB"). The Committee may invite other members of the Board to attend meetings of the Committee in a non-voting capacity but permitted to enter into the discussions of the Committee. All members of the Audit Committee shall be "financially literate" and at least one member of the Committee shall be designated by the Audit Committee as a "financial expert" as defined by applicable legislation and regulations, including without limitation the Sarbanes Oxley Act of 2002 (the "SOX Act") and any regulations promulgated by the SEC, the Exchange or the PCAOB. The Company will provide the opportunity for continuing education paid by the Company which relates to the duties of the Committee. The members and chairperson ("Chair") of the Audit Committee shall be appointed annually by the Board, on the recommendation of the Governance & Nominating Committee of the Board. If an Audit Committee member simultaneously serves on the audit committees of more than three public companies, then in each case, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee and disclose such determination in the Company's annual proxy statement.

Meetings

The Committee shall meet at least four times a year, in regular session, and also shall meet each time the Company proposes to issue a press release with its quarterly or annual earnings information. Such earnings release meetings may be combined with any regular quarterly meeting of the Committee or may

be conducted telephonically, separately from the regular quarterly meetings of the Committee. The Committee may convene additional meetings, as circumstances require, at the call of the Chair, or any two other members of the Committee. All Committee members are expected to attend each meeting, in person or via teleconference, or videoconference. The Committee shall invite members of Management, auditors, internal or external legal counsel or others to attend meetings and provide pertinent information, as appropriate. It will hold private meetings with the Independent Auditor and Management and, if requested, with external legal counsel. The Committee also shall meet in executive sessions as desired by the Committee. Meeting agendas shall be prepared and provided in advance of meetings to members of the Committee, along with appropriate briefing materials. Minutes shall be prepared by the Secretary of the Company, and submitted to the Committee for its review and approval.

Committee Authority and Responsibilities

The Committee shall see that the following responsibilities are duly discharged in the manner prescribed by applicable law and regulations of the SEC, the Exchange, the PCAOB and/or other applicable laws and regulations.

1. The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee from time to time, and the Company shall pay the reasonable fees and expenses of any such legal, accounting or other consultants so engaged by the Committee. The Committee may request any officer or employee of the Company or the Company's external legal counsel or Independent Auditor to attend a meeting of the Committee or to meet with any members of, or attorneys, accountants, or consultants to, the Committee.
2. The Committee shall make regular reports to the Board on its activities, the results of any special investigation conducted by it, and the results of any work performed by special counsel, accountants or consultants engaged by it. The Committee shall review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the public accounting firm, or the performance of the internal audit function.
3. The Committee shall be directly responsible for the appointment (or replacement if appropriate), compensation and oversight of the work of any public accounting firm employed by the Company for the purpose of preparing or issuing an audit report or related work, and such Independent Auditor shall report directly to the Audit Committee.
4. The Committee shall be informed of all disagreements between Management and the Independent Auditor regarding financial reporting and shall be responsible for resolution of any such disputes. The Committee shall report regularly to the full Board of Directors on all actions taken pursuant to this section of the Charter.
5. The Committee shall review and assure the independence of the firm serving as the Company's Independent Auditor. The Committee shall evaluate annually the performance of the Company's Independent Auditor and shall present its conclusions with respect to the Independent Auditor to the full Board of Directors. Also, this evaluation shall include the review and evaluation of the lead partner of the firm serving as the Independent Auditor. The Company shall not hire the Independent Auditor's lead partner, the concurring partner, or any other member of the audit engagement team of the Independent Auditor who provides more than ten

hours of audit, review or attestation services in a position within the Company in a financial reporting oversight role within the one-year period preceding the commencement of audit procedures as a member of the audit engagement team. The term "financial reporting oversight role" shall mean any individual who has direct responsibility for oversight over those people who prepare the Company's financial statements and related information, such as the Management Discussion & Analysis of Financial Condition and Results of Operations ("MD&A") portions of the Company's reports.

6. No Independent Auditor shall perform any non-audit work for the Company unless expressly authorized to do so by the Audit Committee, pursuant to procedures established for such purpose. The Committee shall approve any non-audit services, including tax services, proposed to be performed by the public accounting firm serving as the Company's principal Independent Auditor, before such services are rendered to the Company. Such pre-approval may be provided by the Chair of the Committee, acting alone and without a meeting of the Committee, to whom pre-approval authority is hereby granted in accordance with the SOX Act and regulations pursuant thereto; provided that the Chair reports to the Committee at its next meeting on all such pre-approved matters.
7. Under no circumstances shall the Committee or its Chair approve any non-audit service that is expressly prohibited by Section 201 of the SOX Act. Any non-audit service approved by the Committee or its Chair shall be reported to the Company's shareholders in the next periodic report required to be filed by the Company pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") and regulations of the SEC.
8. The Committee shall, at least annually, obtain and review a report by the Company's Independent Auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more independent audits carried out by the firm, and steps taken to deal with any such issues, and (to assess the Independent Auditor's independence) all relationships between the Independent Auditor and the Company.
9. The Committee shall require that each Independent Auditor that performs an audit for the Company shall timely report to the Audit Committee (i) all critical accounting policies and practices used by the Company; (ii) all reasonably available alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the public accounting firm; and (iii) other material written communications between the Independent Auditor and Management of the Company, such as any Management letter or schedule of unadjusted differences.
10. The Committee shall review with Management and the Independent Auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, and pending legal proceedings which may have a material effect on the financial statements of the Company.
11. The Committee shall review with the Independent Auditors, in advance of the annual audit, their audit scope and plan.

12. The Committee shall review with Management and the Independent Auditor at the completion of the annual examination of the Company's financial statements:
 - The Company's annual financial statements and related footnotes.
 - The Independent Auditor's audit of the financial statements and the accountants' report thereon.
13. The Independent Auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting.
 - Any significant changes required in the Independent Auditor's audit plan.
 - Any serious difficulties or disputes with Management encountered during the course of the audit.
 - Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.
 - Discuss with the Independent Auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.
14. The Committee shall require that no Independent Auditor performing audit services for the Company shall maintain the same person as the lead (or coordinating) audit partner (having primary responsibility for the audit) or the audit partner responsible for reviewing the audit, for more than five (5) fiscal years of the Company. The lead (or coordinating) audit partner shall be subject to reasonable approval by the Committee.
15. The Committee shall maintain policies for the Company with respect to hiring of employees or former employees of the Independent Auditor in accordance with the rules of the SEC and the Exchange.
16. The Committee shall review with Management and the Independent Auditor all interim annual financial reports, including the Company's disclosures under MD&A before they are filed with the SEC or other regulators. Also, the Committee shall discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee need not discuss in advance each instance in which the Company may provide earnings guidance, and it shall be sufficient that the Committee discuss generally with Management the types of information disclosed by the Company, the manner of disclosure and the types of presentations made by Management to financial analysts and investors.
17. In reviewing financial statements that reflect the earnings of the Company, the Committee may make specific inquiry of the Chief Executive Officer and the Chief Financial Officer and can choose to make inquiry of any other relevant officer of the Company regarding the 'quality of earnings' of the Company, from a subjective as well as an objective standpoint. Such review shall occur sufficiently in advance of the required filing date(s) for such reports to allow for meaningful input by the Committee.

18. The Company shall have an internal audit function. The Committee shall review and concur in the appointment, replacement, reassignment, or dismissal of the chief audit executive who shall have a direct reporting line to the Chair of the Committee and shall be at liberty to advise the Chair as to any matter of concern with regard to the financial integrity of the Company and other matters under the purview of the Committee.
19. The Committee shall periodically inquire of Management, the chief audit executive and the Independent Auditor about significant risks or exposures facing the Company, assess the steps Management has taken or proposes to take to minimize such risk to the Company, periodically review compliance with such steps and discuss policies with respect to risk assessment and risk management.
20. The Committee shall review and discuss with Management, the Independent Auditor and the chief audit executive:
 - The adequacy of the Company's internal controls including computerized information system controls and security.
 - Review with the Chief Executive Officer, the President and the Chief Financial Officer, prior to giving their quarterly certifications, any significant deficiencies and material weaknesses in the design or operation of internal controls.
 - Any related significant findings and recommendations of the Independent Auditor and internal audit services, together with Management's responses thereto.
 - Any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information, together with Management's responses thereto.
 - Any changes required in the planned scope of their plan.
 - The internal auditing budget, staffing and mandate.
21. The Committee shall review the legal and regulatory matters that, in the opinion of Management, may have a material impact on the financial statements, related Company compliance policies, and programs and reports received from regulators.
22. The Committee shall periodically review the Company's Code of Ethics with the Company to ensure that it is adequate and up-to-date. The Committee also shall monitor compliance with the Company's Code of Ethics.
23. The Committee shall establish (or ensure that there are established) procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission directly to the Committee by employees of the Company or other parties as to concerns regarding questionable accounting or auditing matters.
24. The Committee shall review policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the internal auditor or the Independent Auditor.

25. The Committee shall prepare or cause to be prepared the Audit Committee Report for the Company's Annual Report and proxy statement.
26. The Audit Committee shall review all related person transactions or series of similar transactions and provide pre-approval or ratification of the same pursuant to a Related Person Transaction Policy. In addition, the Audit Committee shall review and assess the adequacy of any Related Person Transaction Policy annually and adopt any changes it deems necessary.
27. The Committee shall create and approve an agenda for the ensuing year.
28. The Committee shall review this Charter at least once annually for the purpose of assessing the adequacy of this Charter and recommend any proposed changes to the Board of Directors, and shall perform an annual evaluation of its performance.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct actual audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of Management and the Independent Auditor. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between Management and the Independent Auditor or to assure compliance with laws and regulations and the Company's Code of Ethics.