

iPIC ENTERTAINMENT INC.
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

(Adopted as of January 31, 2018)

The Board of Directors (the “Board”) of iPic Entertainment Inc. (the “Company”) has adopted this Charter (the “Charter”) of the Audit Committee (the “Audit Committee”) of the Board.

I. Purpose

The Audit Committee shall provide assistance to the Board with respect to its oversight of:

- (i) The quality and integrity of the Company’s financial statements;
- (ii) The integrity and adequacy of the Company’s auditing, accounting and financial reporting processes and systems of internal controls for financial reporting and other financial information provided by the Company to its stockholders and other relevant parties;
- (iii) The Company’s compliance with legal and regulatory requirements, including internal controls and whistle-blower procedures designed for that purpose and its Code of Ethics for Principal Executive and Senior Financial Officers, and programs established in accordance therewith;
- (iv) The Company’s independent registered public accounting firm’s qualifications, performance and independence;
- (v) The Company’s systems of internal controls, including the performance of the Company’s internal audit function;
- (vi) The Company’s enterprise risk management framework and its policies and procedures for risk management; and
- (vii) Such other matters as may from time to time be specifically delegated to the Audit Committee by the Board.

This Audit Committee charter (“Charter”) has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market (“Nasdaq”).

II. Membership

The Audit Committee shall be comprised of three or more members of the Board, each of whom shall be determined by the Board to be “independent” under the rules of Nasdaq and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subject, in each case, to any election by the Company to rely upon the transition periods applicable to initial public offerings. No

member of the Audit Committee may simultaneously serve on the audit committee of more than three public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and (ii) discloses such determination either on or through the Company's website or in the Company's annual report on Form 10-K.

All members of the Audit Committee must be financially literate, as determined by the Board (or must acquire such familiarity within a reasonable period after his or her appointment). Additionally, at least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board. At least one member must be an "audit committee financial expert" as defined by the SEC, and a person who satisfies this definition of "audit committee financial expert" will also be presumed to satisfy the requirement under Nasdaq rules that at least one member of the Audit Committee must have past employment experience in finance or accounting, or comparable experience or background, which results in an understanding of generally accepted accounting principles ("GAAP") and financial statements, an ability to apply GAAP principles in assessing accounting policies and accounting for estimates, accruals and reserves, experience in preparing, auditing and evaluating financial statements with a level of complexity comparable to the Company's financial statements, an understanding of audit committee functions and an understanding of internal control over financial reporting. Having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities for a public company, for instance, would qualify. 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. 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 Audit Committee, nor does it decrease the duties and obligations of other Audit Committee members or the Board. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

The Board shall appoint members of the Audit Committee on an annual basis, each of whom shall serve for a term of one year. The Board will also appoint members of the Audit Committee as vacancies or newly created positions occur. The members shall serve until their failure to qualify, their resignation or retirement, their removal by the Board or until their successors have been duly appointed and qualified. Committee members may resign by giving written notice to the Board. An Audit Committee member may resign Audit Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Audit Committee upon either ceasing to be a member of the Board or, at any time such member is required by law, rule, regulation or the corporate governance standards of Nasdaq to be independent, ceasing to be independent. A member of the Audit Committee may be removed, with or without cause, by a majority vote of the Board.

III. Structure and Operations

The Board will, or will delegate to the members of the Audit Committee the responsibility to, appoint a chairperson of the Committee (the "Chairperson"). The Chairperson shall preside at each meeting. In the event that the Chairperson is not present at a meeting, the Audit Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting.

The Audit Committee shall meet at least quarterly, or more frequently as the Chairperson of the Board or any member of the Audit Committee deems appropriate. A majority of the Audit Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Audit Committee. As part of its goal to foster open communication, the Audit Committee shall periodically meet separately with each of management, the independent registered public accounting firm and the internal auditors (or other personnel or consultants responsible for the internal audit function) to discuss any matters that the Audit Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Audit Committee should meet with the independent registered public accounting firm and management quarterly to review the Company's financial statements in a manner consistent with that outlined in Section IV of this Charter, which meetings may be conducted on the same day as the quarterly Board meetings. The Chairperson of the Board or any member of the Audit Committee may call meetings of the Audit Committee in addition to its regular meetings. All meetings of the Audit Committee may be held telephonically or via electronic conference. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Audit Committee may act by unanimous written consent in lieu of a meeting, either in writing or by electronic transmission.

All non-management directors that are not members of the Audit Committee may attend meetings of the Audit Committee but may not vote. Additionally, the Audit Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Audit Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

An agenda for each meeting shall be created by the Chairperson in consultation with the other members of the Audit Committee. Any memoranda or presentations prepared for the meeting shall be transmitted to all members of the Audit Committee before the meeting commences, whether they are participating in person, by telephone, or not at all.

Minutes of each meeting will be maintained and distributed to each member of the Audit Committee. The Audit Committee shall have the authority to establish its own rules and procedures consistent with the Company's bylaws for notice and conduct of its meetings, should the Audit Committee, in its discretion, deem it desirable to do so. Failure to satisfy pre-meeting notification or agenda requirements shall not invalidate an otherwise duly held meeting.

The Audit 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.

IV. Responsibilities and Duties

The following functions shall be the common recurring activities of the Audit Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Audit Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Audit Committee shall also carry out any other related responsibilities and duties delegated to it by the Board from time to time.

The Audit Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Audit Committee deems appropriate. In this regard, the Audit Committee shall have the sole authority to engage and terminate independent counsel and other advisors,

as it determines necessary or appropriate to carry out its duties. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent 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 and any advisors that the Audit Committee chooses to engage, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, such funding to be provided in accordance with Section V of this Charter.

The Audit Committee shall be given full access to the Company's internal auditors, Board, management, employees and independent registered public accounting firm as necessary to carry out these responsibilities.

Notwithstanding the foregoing, the Audit Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent registered public accounting firm's report. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent registered public accounting firm is responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB").

Documents/Reports Review

1. Review and discuss with management and the independent registered public accounting firm prior to public dissemination the Company's annual audited financial statements and quarterly financial statements (including the related notes thereto), the form of audit opinion to be issued by the independent registered public accounting firm on the Company's financial statements, as applicable, and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Audit Committee report in the Company's proxy statement will contain the Audit Committee's recommendation to the Board to include the audited financial statements in the Company's Form 10-K, and the Audit Committee shall also recommend inclusion of "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-K and Form 10-Qs.
2. Review with the independent registered public accounting firm the report of its annual audit, or proposed report of its annual audit, the accompanying management letter, if any, and the reports of their reviews of the Company's interim financial statements conducted in accordance with PCAOB sec. AU 722, *Interim Financial Information*.
3. Review and discuss with management and the independent registered public accounting firm the Company's earnings press releases, the use of any pro forma, adjusted or non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. The Audit Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

4. Review and discuss with management and the independent registered public accounting firm any major issues arising as to the adequacy of the Company's internal controls, any actions taken in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review and discuss with management and the independent registered public accounting firm any major issues regarding accounting principles and financial statement presentation, including:
 - any changes to the Company's selection or application of accounting principles;
 - any special audit steps adopted in light of material control deficiencies; and
 - any items the Company's independent registered public accounting firm is required to communicate in accordance with auditing procedures and standards.
6. Discuss with management and the independent registered public accounting firm any analyses or other written communications prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative methods under GAAP on the financial statements.
7. Discuss with management and the independent registered public accounting firm any related party transactions and off-balance sheet transactions.
8. Discuss with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives on the financial statements of the Company (including any SEC investigations or proceedings) and any report or opinion proposed to be rendered in connection therewith.
9. Discuss with management and the independent registered public accounting firm any material correcting adjustments that the independent registered public accounting firm has identified in accordance with GAAP and applicable laws, rules and regulations.
10. Review with the independent registered public accounting firm any audit problems or difficulties the auditor may have encountered in the course of audit work, including:
 - any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information;
 - any significant disagreements with management; and
 - management's responses to such matters.

The Audit Committee shall discuss with the independent registered public accounting firm:

- any accounting adjustments that were noted or proposed but not made due to immateriality or otherwise;
- any communications between the audit team and the independent registered public accounting firm's national office with respect to auditing or accounting issues presented by the engagement; and

- any “management” or “internal control” letters or similar reports issued or proposed to be issued by the independent registered public accounting firm to the Company.

The Audit Committee shall have sole authority to resolve any disagreements between management and the independent registered public accounting firm.

11. Review and discuss with management and the independent registered public accounting firm other matters related to the conduct of the audit which are to be communicated to the Audit Committee under generally accepted auditing standards, including under PCAOB Auditing Standards No. 16, Communications with Audit Committees (or applicable successor guidance).
12. Review disclosures made to the Audit Committee by the Company’s CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal controls.
13. Discuss with management the guidelines and policies that management has established to assess and manage the Company’s exposure to risk, including a discussion of the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures.
14. Discuss with management any evidence of a material violation of the Company’s Code of Ethics for Principal Executive and Senior Financial Officers or programs established in connection therewith, including evidence of a material violation of securities laws or breaches of fiduciary duty by the Company.

Independent Registered Public Accounting Firm

15. Have direct responsibility for the appointment, compensation, retention, oversight and termination of any independent registered public accounting firm engaged (including the resolution of disagreements between management and such firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
16. Inform each independent 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 that such firm must report directly to the Audit Committee.
17. Pre-approve all auditing services and non-audit services (other than “prohibited non-audit services”) to be provided to the Company by its independent registered public accounting firm (including the fees and terms thereof). The Audit Committee may delegate authority to one or more independent members to grant pre-approvals of audit and permitted non-audit services; provided that any such pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

Notwithstanding the foregoing, pre-approval is not necessary for minor non-audit services if: (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its independent

registered public accounting firm during the fiscal year in which the non-audit services are provided; (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee.

The following shall be considered “prohibited non-audit services”: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the PCAOB prohibits through regulation.

18. Review, at least annually, the qualifications, performance and independence of the independent registered public accounting firm and present its conclusions with respect to the independent registered public accounting firm to the full Board. In conducting its review and evaluation, the Audit Committee should:
 - (a) obtain and review a report by the Company’s independent registered public accounting firm: (i) describing the firm’s internal quality-control procedures; (ii) describing any issues raised by the most recent internal quality-control review, peer review, or PCAOB review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and (iii) describing all relationships between the independent registered public accounting firm and the Company,
 - (b) actively engage in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent registered public accounting firm;
 - (c) review and evaluate the lead audit partner of the independent registered public accounting firm;
 - (d) confirm and evaluate the rotation of the audit partners on the audit engagement team to ensure the rotation at least every five (5) years of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, or more frequently as otherwise required by law, and consider whether there should be regular rotation of the independent registered public accounting firm itself; and
 - (e) take into account the opinions of management and the Company’s internal auditors (or other personnel responsible for the internal audit function).

19. On at least a quarterly basis, inquire from the independent registered public accounting firm whether the Company's financial statements have been selected by the PCAOB for inspection. The Audit Committee shall be apprised on a "real time" basis of any material developments in connection with any such inspection.
20. Obtain from the independent registered public accounting firm assurance that they have not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred.
21. Conduct regular executive sessions with the independent registered public accounting firm.

Financial Reporting Process

22. In consultation with the independent registered public accounting firm, management and the internal auditors and/or independent consultants, review the integrity of the Company's financial reporting processes. In connection with such review, the Audit Committee must obtain and discuss with management and the independent registered public accounting firm reports from management and the independent registered public accounting firm regarding:
 - all critical accounting policies and practices to be used by the Company;
 - analyses prepared by management and/or the independent registered public accounting firm 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 GAAP related to material items that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm;
 - major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
 - major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
 - any other material written communications between the independent registered public accounting firm and the Company's management.
23. The Audit Committee should also obtain and discuss with the independent registered public accounting firm other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.

Internal Audit

24. Review the appointment and replacement of the senior internal auditing manager, personnel or consultant.
25. Review the significant reports to management prepared by the internal auditing department and management's responses.

26. Review and discuss with the independent registered public accounting firm the purpose, organization, responsibilities, budget, staffing and performance of the Company's internal audit function.
27. Review and approve the scope, performance and results of the internal audit plan and any amendments thereto to be submitted on an annual basis.
28. If applicable, review and approve the charter, reporting relationship, activities, staffing, organizational structure and credentials of the internal audit department.
29. Conduct regular executive sessions with the Company's senior internal auditing manager, personnel or consultant.

Legal Compliance/General

30. Periodically review and discuss with the Company's General Counsel any legal matter, including legal cases against or regulatory investigations involving the Company or material violations of the Company's Code of Ethics for Principal Executive and Senior Financial Officers or programs established in connection therewith, that could have a significant impact on the Company's financial statements.
31. Obtain from the independent registered public accounting firm assurance that that they have not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred, and that Section 10A(b) of the Exchange Act, which addresses required responses to audit discoveries of illegal acts, has not been violated.
32. Review and discuss with management and the independent registered public accounting firm the Company's guidelines and policies with respect to risk assessment and risk management. The Audit Committee should discuss the Company's major risk exposures and the steps management has taken to monitor and control such exposures.
33. 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.
34. Discuss with the Company's lead inside or outside legal counsel any legal matters that may have a material impact on the financial statements or the Company's compliance policies.
35. Set clear hiring policies for the Company's hiring of employees or former employees of the independent registered public accounting firm. At a minimum, these policies must provide that any independent registered public accounting firm may not provide audit services to the Company if the Chief Executive Officer, Chief Financial Officer, controller, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the independent registered public accounting firm and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.

36. Review whistle-blower 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.
37. Unless otherwise approved or ratified pursuant to the Company's "Related Party Transactions Policy," the Audit Committee shall review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K ("Item 404(a)") or reviewed pursuant to Nasdaq Rule 5630. "Related Person" shall have the meaning given to such term in Item 404(a), as amended from time to time.

Reports

38. Report regularly to the Board including:
 - (i) with respect to any issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's independent registered public accounting firm or the performance of the internal audit function;
 - (ii) following all meetings of the Audit Committee; and
 - (iii) with respect to such other matters as are relevant to the Audit Committee's discharge of its responsibilities.
39. The Audit Committee shall provide such recommendations to the Board as the Audit Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Audit Committee designated by the Audit Committee to make such report.
40. Maintain minutes or other records of meetings and activities of the Audit Committee.
41. The Audit Committee shall review such other matters in relation to the accounting, auditing and financial reporting practices and procedures of the Company as the Audit Committee may, in its own discretion, deem desirable in connection with the review functions described above.
42. The Audit Committee shall consult and coordinate its efforts with the Company's Compensation Committee, when appropriate and necessary.

V. Resources

The Audit Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting and other advisors to assist it. The Audit Committee shall have authority to retain such consultants, outside counsel and other advisors as the Audit Committee may deem necessary or appropriate in its sole discretion. The Audit Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. In determining whether to retain or terminate a provider of such services, the Audit Committee may, in its discretion, obtain the input of senior management.

The Audit Committee shall have available appropriate funding from the Company as determined by the Audit Committee for payment of:

- compensation to any independent 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,
- compensation to any outside counsel or advisors the Audit Committee engages; and
- ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

VI. Reliance on Others

Unless an Audit Committee member has knowledge that makes reliance unwarranted, each Audit Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

- one or more officers or employees of the Company whom the Audit Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- consultants, legal counsel, or other persons as to matters which the Audit Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or
- another committee of the Board of which such Audit Committee member is not a member if the Audit Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

VII. Annual Performance Evaluation

The Audit Committee shall perform a review and evaluation, at least annually, of the performance of the Audit Committee, including by reviewing the compliance of the Audit Committee with this Charter, and present the results of the evaluation to the Board. In addition, the Audit Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Audit Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

VIII. Miscellaneous

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. To the extent required by the rules of the SEC or Nasdaq, a copy of this Charter shall be made available on the Company's website and a printed copy of such shall be made available to any stockholder who requests it.