



EXACT SCIENCES CORPORATION

AUDIT COMMITTEE CHARTER

Purpose

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Exact Sciences Corporation (the “Company”) is to assist the Board in fulfilling its oversight responsibilities with respect to financial reports and other financial information. In this regard, the Committee is to serve as the independent and objective body (1) to make such examinations as are necessary to monitor the Company’s financial reporting process and system of internal control over financial reporting, (2) to provide the Board with the results of its examinations and recommendations derived therefrom, (3) to outline to the Board improvements made, or to be made, in the financial reporting process and internal control over financial reporting, (4) to serve as the ultimate authority to which the independent auditors are accountable, to have the ultimate authority and responsibility to select, evaluate and replace the independent auditors, and (5) to provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters which require the Board’s attention. The Committee also assists the Board in its oversight of the Company’s compliance with legal and regulatory matters.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Composition

The members of the Committee and its chairperson shall be appointed by, and will serve at the discretion of, the Board. The Committee shall be made up of at least three members of the Board who meet the independence and other requirements of the Securities and Exchange Commission and the Nasdaq Stock Market and at least one of whom shall be an “audit committee financial expert” in compliance with the criteria established by the Securities and Exchange Commission; provided that the Board may, in its discretion, elect to take advantage of any applicable exceptions from such requirements.

Authority and Responsibilities

The Board delegates certain responsibilities and duties to the Committee to assist the Board in fulfilling its oversight responsibilities. The responsibilities of the Committee shall include:

Financial Reporting

1. Review on a continuing basis the adequacy of the Company’s financial reporting process and system of internal control over financial reporting.

2. Conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements or other reports provided to management or the Committee by the independent auditors and any responses to the same by management, and any significant difficulties encountered during the course of the audit.
3. Review any significant disagreement among management and the independent auditors in connection with the preparation of the financial statements.
4. Review and discuss with management and the independent auditor, before release, the audited financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's annual report on Form 10-K.
5. Review and discuss with management and the independent auditor, before release, the unaudited quarterly financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's quarterly reports on Form 10-Q.
6. Review the Company's quarterly and annual earnings releases.
7. In consultation with management and the independent auditor, periodically review the adequacy of the Company's disclosure controls and procedures and approve any significant changes thereto.
8. Review management's report on the effectiveness of internal control over financial reporting as of the end of each fiscal year and the independent auditors' audit report on the effectiveness of internal control over financial reporting.
9. Review with the independent auditors and management the extent to which changes or improvements in financial or accounting practices and internal controls, as approved by the Committee, have been implemented.
10. Discuss with management and the independent auditors any changes in internal control over financial reporting.
11. Prepare the report of the Committee for inclusion in the Company's annual proxy statement.
12. Review the independent auditors' judgment about the quality and appropriateness of accounting principles as applied in financial reporting and consider significant changes to auditing and accounting principles and practices as suggested by the independent auditors or management.
13. Review, in conjunction with counsel, any legal, regulatory, or compliance matters that could have a significant impact on the Company's financial statements.

Independent Auditors

1. Review and approve the selection, compensation and replacement of any independent auditors engaged by the Company for the purpose of preparing or issuing an audit report or related work.
2. Review the independent auditors' proposed audit scope and approach.
3. Review and approve the provision by the independent auditors of all auditing services and any non-audit services and oversee compliance with the requirements of the Securities and Exchange Commission for independent auditors' services and review and discuss with the independent auditors all significant relationships that the auditors and their affiliates have with the Company and its affiliates in order to determine the auditors' independence.
4. Establish policies for the pre-approval of audit services, audit-related services, including internal control-related services, and permitted non-audit services to be performed for the Company by its independent auditors and pre-approve such services as required by such policies.
5. Review the performance of the independent auditors.
6. Monitor the rotation of the partners of the independent auditors as required by applicable laws and rules.
7. Pre-approve employment by the Company of individuals employed or formerly employed by the Company's independent auditors and engaged on the Company's account.

Other

1. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters or possible violations of the federal securities laws or the rules or regulations promulgated thereunder and for the confidential, anonymous submission by employees of the Company of concerns such matters.
2. Provide oversight and review of the Company's cash and asset management policies, including a review, at least annually, of the Company's investment policies and performance for cash and short-term investments.
3. Advise and consult with management concerning the Company's capital raising plans and activities.
4. Regularly discuss with management the Company's major risk exposures, their potential financial impact on the Company, and the steps taken to monitor and control those risks, and review with management annually a summary of risk management activities including an insurance review and management precautionary plans for disaster protection.
5. Regularly review the performance of the financial staff with the independent auditors.

6. If necessary, institute special investigations.
7. Review, pursuant to the Company's Related Person Transaction Policy, related party transactions for potential conflicts of interest.
8. Review information and technology (IT) systems and procedures, as they pertain to financial controls and security.
9. Maintain practices and procedures to ensure Committee members receive adequate continuing education concerning significant financial, operational and governance developments and topics that impact the functions of the Committee.
10. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
11. Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These matters are the responsibility of management and the independent auditors.

Meetings; Action by Written Consent

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than four times annually. The Committee will meet separately with the independent auditors of the Company at such times as it deems appropriate to review issues warranting Committee attention. One-third of the members of the Committee shall constitute a quorum unless the Committee shall consist of one or two members, in which event one member shall constitute a quorum. All matters shall be determined by a majority vote of the members present. Action may be taken by the Committee without a meeting if all members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

External Advisors; Delegation

To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent consultants and other experts at the Company's expense to review any matter under its responsibility. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

Evaluation and Charter Review

The performance of the Committee shall be evaluated annually by the Committee. The Committee shall review and assess the adequacy of this Charter annually and at such other intervals as the Committee determines.

Other

Any amendment or other modification of this Charter shall be made and approved by the Board. This Charter shall be made available to the public on the Company's website.

Adopted Effective October 25, 2012