

TYME TECHNOLOGIES, INC.

AUDIT COMMITTEE CHARTER

MEMBERSHIP

The Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Tyme Technologies, Inc. (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be independent, as defined and to the extent required by the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the NASDAQ listing standards, including with respect to any applicable phase-in periods. No member of the Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. No member of the Committee may serve simultaneously on the audit committee of more than two other public companies.

PURPOSE

The purpose of the Committee is to oversee the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; management for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls.

The Committee shall also serve as the Qualified Legal Compliance Committee (the “**QLCC**”) as contemplated by the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC promulgated thereunder.

It is not the duty of the Committee to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP, to determine that the Company's internal control over financial reporting is effective, or to plan or conduct audits. This is the responsibility of management and the independent auditors.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

A. OVERSIGHT OF INDEPENDENT AUDITORS

1. To (a) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting, (b) set the compensation of the Company's independent auditors, (c) oversee the work done by the Company's independent auditors and (d) terminate the Company's independent auditors, if necessary.
2. To select, retain, compensate, oversee and terminate, if necessary, any other 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.
3. To pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.
4. At least annually, to obtain and review a report by the Company's independent auditors that describes (a) the accounting firm's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (c) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.
5. At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors, including the evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditor.

B. OVERSIGHT OF AUDIT AND INTERNAL AUDIT FUNCTION

6. To review and discuss with the Company's independent auditors (a) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the auditors' risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit.
7. To review and discuss with the Company's independent auditors (a) all critical accounting policies and practices to be used in the audit; (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (c) other material written communications between the auditors and management.
8. To review with management and the Company's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
9. To review and discuss with the Company's independent auditors and management (a) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements with management and (c) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's auditors and management.
10. To review and discuss with the Company's independent auditors any other matters required to be discussed by the PCAOB's applicable auditing standard regarding communications with audit committees, including, without limitation, the auditors' evaluation of the Company's financial reporting, the information related to significant unusual transactions and the business rationale for those transactions and the auditors' evaluation of the Company's ability to continue as a going concern.
11. To review and approve the design and implementation of an internal audit function for the Company, including its purpose, organization, responsibilities, budget and performance; and to discuss with the Company's independent auditors management's plans with respect to the responsibilities, budget and staffing of the

internal audit function and its plans for the implementation of the internal audit function.

12. To monitor the Company's hiring of current or former employees of the independent auditors.

C. FINANCIAL REPORTING AND DISCLOSURE

13. To keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
14. To review with management and the Company's independent auditors the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures, as well as any special audit steps adopted in light of any material control deficiencies. Also, to review any fraud involving management or other employees with a significant role in such financial reporting processes, internal control over financial reporting and disclosure controls and procedures, and review and discuss with management and the Company's independent auditors disclosure relating to the Company's internal controls, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.
15. To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.
16. To recommend to the Board that the audited financial statements be included in the Company's Form 10-K and produce the audit committee report required to be included in the Company's proxy statement.
17. To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of

Operations” to be included in the Company’s quarterly report on Form 10-Q before the Form 10-Q is filed.

18. To review and discuss with management and the Company’s independent auditors: the Company’s earnings press releases, including the type of information to be included and its presentation and the use of any pro forma or adjusted non-GAAP information, before their release to the public; and any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made.

D. RISK OVERSIGHT AND COMPLIANCE

19. To develop a Company culture vis-à-vis risk, promote open discussion regarding risk, integrate risk management into the Company’s goals and compensation structure, and create a corporate culture such that colleagues at all levels manage risk.
20. To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
21. To review and discuss with management the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company’s risks and the steps management has taken to monitor, minimize and control such exposures.
22. To review and approve all related party transactions (as defined in Item 404 of Regulation S-K and applicable NASDAQ rules) and any other potential conflict of interest situations to which the Company is a party, in accordance with the Company’s Related Party Transaction Policy.
23. To review, with external (or, as applicable, internal) counsel, regulatory investigations of the Company and its subsidiaries that could have a significant impact on the Company’s financial statements.

OLCC RESPONSIBILITIES

The Committee shall establish written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation of an applicable U.S. federal or state securities law, material breach of fiduciary duty arising under U.S. federal or state law, or a similar violation of any U.S. federal or state law by the Company or by any officer, director, employee or agent of the Company (each, a “**Material Violation**”) that is reported to the

Committee by the Company's external (or, as applicable, internal) counsel or other legal advisors.

To the extent required by the SEC, NASDAQ or other regulatory body exercising regulatory authority over the Company, inform the Company's external (or, as applicable, internal) counsel and Chief Executive Officer of any report of evidence of a Material Violation that is reported to the Committee by the Company's external (or, as applicable, internal) counsel or other legal advisors.

Determine whether an investigation is necessary or appropriate regarding any report of evidence of a Material Violation, and if determined to conduct such investigation: (a) notify the full Board; (b) initiate an investigation, which may be conducted by either the external (or, as applicable, internal) counsel or by other attorneys; (c) retain such additional experts as it deems necessary; and (d) at the conclusion of any such investigation, recommend, by majority vote, that the Company implement an appropriate response to evidence of a Material Violation, and inform the Company's counsel, the Chief Executive Officer and the Board of the results of such investigation and the appropriate remedial measures to be adopted.

The Committee shall, acting by majority vote, take all such other appropriate actions to respond to evidence of a Material Violation that is reported to the Committee by the Company's external (or, as applicable, internal) counsel or other legal advisors.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Committee shall report after each committee meeting to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall meet separately, and periodically, with management and representatives of the Company's independent auditors, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The 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, or the Chairperson, as the Committee may deem appropriate.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.