

TIVIC HEALTH SYSTEMS INC.

Audit Committee Charter

Purpose

The Audit Committee represents and assists the Board of Directors with its oversight of the:

- (a) integrity of the Company's financial statements and internal controls;
- (b) Company's compliance with legal and regulatory requirements;
- (c) independent registered public accounting firm's qualifications and independence; and
- (d) internal audit functions of the Company and its independent registered public accounting firm.

Membership

The Audit Committee shall consist of three or more directors, all of whom, in the judgment of the Board of Directors, shall:

- (i) be an "Independent Director" (as defined under Rule 5605(a)(2) of the NASDAQ Stock Market), (ii) meet the "independence" criteria (as defined under IM-5605 – Rule 5605(a)(2)), and (iii) meet the criteria for independence pursuant to Rule 10A-3(b)(1) under the Securities Act of 1933, as amended (the "Act"), subject to the exemptions provided in Rule 10A-3(c) under the Act, all in accordance with applicable listing standards;
- have the ability to read and understand the Company's fundamental financial statements;
- ensure at least one member of the Audit Committee shall have accounting or related financial management expertise in accordance with NASDAQ listing standards;
- not 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; and
- not accept any consulting, advisory, or other compensatory fee from the Company other than for board service, and such directors must not be an affiliated person of the Company.

Responsibilities

1. Manage the independent registered public accounting firm, including:
 - select and retain (subject to approval by the Company's stockholders), evaluate and terminate when appropriate;
 - set their compensation;
 - oversee their work and pre-approve all audit services they provide;
 - approve all permitted non-audit services they perform;
 - establish policies and procedures for their engagement to provide permitted audit and non-audit services;
 - at least annually, receive and review a report by the independent registered public accounting firm describing their internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board (PCAOB) review, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (b) other required reports from the independent registered public accounting firm;
 - At least annually, engage in a dialogue with the independent registered public accounting firm

and consider their independence, including whether their provision of permitted non-audit services is compatible with independence, and obtain and review a report from describing all the relationships between them and the Company; and

- Take or recommend the Board take appropriate action to oversee the independence of the auditor
2. Review the audit scope and plan of independent auditors, and effective use of audit resources.
 3. Review with management and the independent auditors the company's annual financial statements and related footnotes, the auditor's judgments about the quality of the company's accounting principles as applied in its financial reporting, and significant changes in their audit plan and serious difficulties or disputes with management encountered during the audit, and matters required by SAS 61 (Communication with Audit committees).
 4. Review with management and independent auditors their significant audit findings, and assess the steps that management has taken or proposes to take to minimize significant risks or exposures facing the company, and periodically review compliance with such steps.
 5. Establish procedures for the Company's confidential and anonymous receipt, retention and treatment of complaints regarding the Company's accounting, internal controls and auditing matters, as well as for the confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.
 6. Obtain the advice and assistance, as appropriate, of independent counsel and other advisors as necessary to fulfill the responsibilities of the Audit Committee, and receive appropriate funding from the Company, as determined by the Audit Committee, for the payment of compensation to any such advisors, registered public accounting firm and ordinary administrative expenses necessary or appropriate in carrying out its duties.
 7. Conduct an annual performance evaluation of the Audit Committee and annually evaluate the adequacy of its charter.

Meetings

The Audit Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Audit Committee shall periodically meet separately, in executive session, with management, the internal auditor and the independent registered public accounting firm. The Audit Committee shall report regularly to the Board of Directors with respect to its activities and make recommendations to the Board of Directors as appropriate.