

BROOKLYN IMMUNOTHERAPEUTICS, INC.
Restated Audit Committee Charter

The Board of Directors (the “*Board*”) of Brooklyn ImmunoTherapeutics, Inc. (“*Brooklyn*”) has approved, effective as of May 28, 2021 this Restated Audit Committee Charter (this “*Charter*”) to delineate the responsibilities of the Audit Committee of the Board (the “*Committee*”). The purposes of the Committee are to:

- oversee Brooklyn’s accounting and financial reporting processes and financial statement audits;
- take, or recommend that the Board take, appropriate actions to oversee the qualifications, independence and performance of Brooklyn’s audit firm; and
- provide the audit committee report required to be included in Brooklyn’s proxy statements.

For purposes of this Charter:

- “*Exchange Act*” means the Securities Exchange Act of 1934;
- “*Executive*” means an individual identified by the Board as an “officer” of Brooklyn for purposes of Section 16 of the Exchange Act;
- “*Family Member*” means, with respect to a Member, a child, stepchild, parent, stepparent, spouse or sibling of such Member, a mother-, father-, son-, daughter-, brother- or sister-in-law of such Member, or any other person (other than a tenant or employee) sharing a household with such Member.
- “*GAAP*” means accounting principles generally applied in the United States;
- “*Independent Auditor*” means the independent registered public accounting firm acting as auditor of Brooklyn’s annual financial statements;
- “*Member*” means a director who is a member of the Committee;
- “*PCAOB*” means the Public Company Accounting Oversight Board;
- “*Project Accountant*” means a registered public accounting firm engaged by Brooklyn to perform audit, review or attest service projects, other than the audit of Brooklyn’s financial statements; and
- “*SEC*” means the Securities and Exchange Commission.

COMPOSITION

Number..... The Committee shall consist of at least three Members, including a Chair.

Appointment..... Members, including the Chair, shall be appointed annually by the Board, based on recommendations from the Governance and Nominating Committee. Members may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Member from the Board, for whatever reason, shall automatically constitute resignation or removal from the Committee. Any vacancy on the Committee may be filled only by the Board.

Financial Sophistication At least one Member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the Member’s financial sophistication, including having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, as required by Section 803B(2)(a)(iii) of the NYSE American Company Guide.

SEC Financial Expert..... At least one Member shall qualify as an “audit committee financial expert” under Item 407(d)(5) of SEC Regulation S-K. A Member is an audit committee financial expert if he or she has:

- an understanding of financial statements, GAAP, internal control over financial reporting and audit committee functions;
- an ability to assess the general application of GAAP in connection with accounting for estimates, accruals and reserves; and
- experience (a) preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that Brooklyn’s financial statements can reasonably be expected to raise or (b) actively supervising individuals engaged in those activities.

A Member may have acquired the preceding attributes through:

- education and experience as, or experience actively supervising, a principal financial officer, principal accounting officer, controller, public accountant, auditor or similar officeholder;
- experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
- other relevant experience.

Member Qualifications Each Member must meet the following requirements:

Financial Literacy..... Each Member must be able to read and understand fundamental financial statements as required by Section 803B(2)(a)(iii) of the NYSE American Company Guide.

NYSE Independence Each Member must meet the independence standards established by Section 803A(ii) of the NYSE American Company Guide. A Member is not considered independent for this purpose if he or she:

- is, or at any time during the past three years was, employed by Brooklyn, other than prior employment as an interim Executive (*provided* the interim employment did not last longer than one year);
- accepted (or has a Family Member who accepted) in excess of \$120,000 in compensation from Brooklyn during any period of twelve consecutive months within the last three years, other than:
 - compensation for Board or Board committee service;
 - compensation paid to a Family Member who is an employee (other than an Executive) of Brooklyn;
 - compensation received for former service as an interim Executive (*provided* the interim employment did not last longer than one year); or

- benefits under a tax-qualified retirement plan or non-discretionary compensation;
- is a Family Member of an individual who is, or at any time during the past three years was, employed by Brooklyn as an Executive;
- is (or has a Family Member who is) a partner in, or controlling stockholder or executive officer of, any organization to which Brooklyn made, or from which Brooklyn received, payments that exceed five percent of the organization's consolidated gross revenues for that year (or, if greater, \$200,000), excluding payments from investments in Brooklyn's securities or from non-discretionary charitable contribution matching programs;
- is (or has a Family Member who is) employed as an executive officer of another entity for which, at any time during the preceding three years, an Executive served on its compensation committee; or
- is (or has a Family Member who is) a current partner of the Independent Auditor, or was a partner or employee of the Independent Auditors who worked on Brooklyn's audit during any of the preceding three years.

SEC Independence: Each Member must meet the independence standards established by Rule 10A-3(b)(1) under the Exchange Act. A Member is not considered independent for this purpose if the Member:

- accepts, directly or indirectly, any consulting, advisory or other compensatory fee from Brooklyn or a subsidiary (other than compensation under a retirement plan for prior service that is not contingent on continued service) or
- is an affiliate of Brooklyn,

in each case, other than in the Member's capacity as a member of the Board, the Committee or another Board committee.

Financial Statements: No Member may have participated in the preparation of the financial statements of Brooklyn or a current subsidiary at any time during the preceding three years.

RESPONSIBILITIES

The following functions shall be recurring activities of the Committee. These functions shall serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional procedures in light of changing business, legislative, regulatory, legal or other conditions or of the delegation to the Committee by the Board of additional responsibilities.

Independent Auditor The Committee shall select, retain, oversee, terminate and determine the compensation of the Independent Auditor and, to the extent desirable, one or more other Project Accountants.

Independence Assessment..... Initial Engagement

Before approving the initial engagement of any Independent Auditor, the Committee shall obtain and review a formal written statement of the Independent Auditor describing:

- all relationships between the Independent Auditor or any of its affiliates and Brooklyn or persons in financial reporting oversight roles at Brooklyn that, as of the date of the communication, may reasonably be thought to bear on independence; and
- the potential effects of the disclosed relationships on the independence of the proposed Independent Auditor, should they be appointed as Independent Auditor.

Annual Review

The Committee annually shall:

- request that the Independent Auditor provide the Committee with written disclosures and letters consistent with the requirements of PCAOB rules regarding the Independent Auditor’s communications with the Committee concerning auditor independence (regardless of whether the Independent Auditor is then subject to such rules);
- require that the formal written statement of the Independent Auditor describe all relationships between the Independent Auditor or any of its affiliates and Brooklyn or persons in financial reporting oversight roles who might reasonably be thought to bear on the independence of the Independent Auditor;
- discuss with the Independent Auditor the potential effects of any disclosed relationships or services on the objectivity and independence of the independent auditor;
- require that the Independent Auditor provide to the Committee written affirmation that the Independent Auditor is, as of the date of the affirmation, independent as defined in PCAOB Rule 3520 (regardless of whether the Independent Auditor is then subject to such Rule);
- based on such disclosures, statements, discussions and affirmations (and such other matters as the Committee deems relevant), take, or recommend that the Board take, appropriate action in response to the Independent Auditor’s report to satisfy itself of the Independent Auditor’s independence; and
- consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm.

Oversight..... The Committee shall oversee the work of the Independent Auditor and each Project Accountant, including resolving disagreements between management and the Independent Auditor regarding financial reporting, and instruct the Independent Auditor to report directly to the Committee.

Performance Evaluation The Committee shall evaluate the qualifications, performance and independence of the Independent Auditor, and present its conclusions with respect thereto to the Board. The Committee shall seek the opinions of management and internal auditors, if any, in evaluating the performance of the Independent Auditor. In evaluating the Independent Auditor, the Committee shall annually take the following actions:

- obtain and review a report or reports from the Independent Auditor describing:
 - the Independent Auditor’s internal quality-control procedures;
 - any material issues raised by the most recent internal quality-control review or peer review of the Independent Auditor or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the Independent Auditor, and any steps taken to address any such issues; and
 - all relationships between the Independent Auditor and Brooklyn; and
- review and evaluate the performance of the Independent Auditor and the lead audit partner (and other members of the Independent Auditor’s audit staff).

Approval..... The Committee shall:

- annually review and approve the scope, budget and staffing of the audit plan with the Independent Auditor and the Executives who are responsible for preparing Brooklyn’s financial statements;
- establish and periodically review policies and procedures for the pre-approval of permitted non-audit services; and
- pre-approve all audit services (including comfort letters relating to securities offerings) and permitted non-audit services to be provided by the Independent Auditor or any Project Accountant.

Rotation Confirmation..... The Committee shall annually assure the regular rotation of the lead and concurring audit partners of the Independent Auditor, as required under the Exchange Act and SEC Regulation S-X.

Hiring Policy..... The Committee shall recommend to the Board policies with respect to the potential hiring of current or former employees of any Independent Auditor.

Annual Financial Statements..... Prior to Brooklyn’s filing of any Annual Report on Form 10-K, the Committee shall review and discuss with the Independent Auditor and management the audited financial statements to be included therein.

Review..... The Committee’s review of the audited annual financial statements shall include consideration and review of:

- critical accounting policies and practices used by Brooklyn;
- material alternative treatments of financial information within GAAP, including the ramifications of using such alternative treatments, and the treatment recommended by the Independent Auditor;
- proposed disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Annual Report on Form 10-K;
- significant financial reporting issues that have arisen in connection with the preparation of the financial statements;
- material written communications between the Independent Auditor and management;
- analyses prepared by management or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments, including:
 - analyses of the effects of alternative GAAP methods, including the treatment recommended by the Independent Auditor, on the financial statements; and
 - in the discretion of the Committee, other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences;
- judgments of management and the Independent Auditor regarding the quality of accounting principles;
- major issues as to the adequacy of Brooklyn’s internal control over financial reporting and any specific remedial actions adopted in light of significant deficiencies or material weaknesses, including:
 - discussion with management and the internal auditors, if any, of (a) management’s process for assessing the effectiveness of internal control over financial reporting, (b) changes in internal control over financial reporting that have affected or are reasonably likely to affect Brooklyn’s internal control over financial reporting, and (c) other changes in internal control over financial reporting that were considered for disclosure in the Annual Report on Form 10-K; and
 - discussion with the chief executive and financial officers of any significant deficiency or material weakness in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect Brooklyn’s ability to record, process, summarize and report financial information in Exchange Act reports within the required time periods and (b) fraud involving management or other employees who have a significant role in internal control over financial reporting;

- major issues regarding accounting principles and procedures and financial statement presentation, including any significant changes in Brooklyn’s selection or application of accounting principles;
- effects of regulatory and accounting initiatives and off-balance sheet transactions and structures on the financial statements; and
- the completeness and clarity of the financial statement disclosures.

The Committee’s review may also include:

- accounting adjustments noted or proposed by the Independent Auditor but “passed” (as immaterial or otherwise);
- communications between the Independent Auditor’s audit team and national office regarding auditing or accounting issues presented by the engagement; and
- management or internal control letters issued, or proposed to be issued, by the Independent Auditor.

Discussions.....The Committee shall review and discuss with the Independent Auditor:

- outside of the presence of management, how the Independent Auditor plan to handle the responsibilities under the Private Securities Litigation Reform Act of 1995 and request assurance from the Independent Auditor that Section 10A(b) of the Exchange Act has not been implicated;
- outside of the presence of management, any audit problems or difficulties and management’s response thereto, including (a) any difficulties encountered by the Independent Auditor in the course of performing is audit work, including any restrictions on the scope of is activities or its access to information, and (b) any significant disagreements with management;
- matters brought to the attention of the Committee by the Independent Auditor consistent with the provisions of PCAOB Auditing Standard No. 1301, Communications with Audit Committees (regardless of whether the Independent Auditor is then subject to such provisions); and
- the report required to be delivered by the Independent Auditor pursuant to Section 10A(k) of the Exchange Act.

Recommendation to Board.....Based on the Committee’s review of audited annual financial statements and related discussions with management and the Independent Auditor, the Committee shall recommend to the Board whether those financial statements should be included in Brooklyn’s Annual Report on Form 10-K.

- Committee Report The Committee shall annually prepare a report in the form required by Item 407(d) of SEC Regulation S-K and approve the report for inclusion in Brooklyn’s proxy statement.
- Quarterly Financial Statements* Prior to Brooklyn’s filing of a Quarterly Report on Form 10-Q, the Committee shall:
- discuss with management and the Independent Auditor Brooklyn’s quarterly financial statements and related disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in each Quarterly Report on Form 10-Q;
 - discuss with the Independent Auditor issues identified by the Independent Auditor consistent with the provisions of PCAOB AU Section 722, Interim Financial Information (regardless of whether the Independent Auditor is then subject to such provisions);
 - discuss with management and the Independent Auditor significant financial reporting issues arising in connection with the preparation of the quarterly financial statements; and
 - discuss with management and the Independent Auditor management’s process for performing certifications under Sarbanes- Oxley Act Section 302, including evaluations of the effectiveness of disclosure controls by the chief executive and financial officers.
- Earnings Releases* The Committee shall review and discuss (a) Brooklyn’s proposed earnings press releases and (b) financial information and guidance proposed to be provided to analysts, including, in general, the types of information to be disclosed and the types of presentations to be made.
- Risk Management* The Committee shall review and discuss with management the guidelines and policies governing management’s assessment and management of major financial and other exposures to risk and the steps taken by management to monitor and control such exposures.
- Complaint Procedures* The Committee shall establish, oversee and periodically review Brooklyn’s procedures for:
- receipt, retention and treatment of complaints received by Brooklyn regarding accounting, internal accounting controls or auditing matters; and
 - confidential, anonymous submission by employees of concerns regarding accounting or auditing matters.
- Legal Compliance* The Committee shall:
- periodically discuss with management, legal counsel and the Independent Auditor, and review with the Board, the legal and regulatory requirements applicable to Brooklyn and its

subsidiaries, and Brooklyn's compliance with such requirements; and

- if the Committee determines it to be appropriate, recommend to the Board changes or updates to Brooklyn's policies and procedures regarding compliance with applicable laws and regulations.

The Committee shall periodically discuss with management legal matters (including pending or threatened litigation) that may have a material effect on Brooklyn's financial statements or compliance policies and procedures. Management shall deliver to the Members copies of any attorneys' reports of evidence of a material violation of securities laws or breach of fiduciary duty by Brooklyn.

Policies The Committee shall perform such additional responsibilities as are delegated to the Committee in any of Brooklyn's written policies, codes and guidelines that are approved by the Board from time to time.

ADMINISTRATION

Meetings The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less than on a quarterly basis. Such meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the Members shall constitute a quorum for purposes of holding a meeting, and the Committee may act by a vote of a majority of the Members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The Chair of the Committee, in consultation with the other Members, may determine the frequency and length of Committee meetings and may set meeting agendas consistent with this Charter. The Chair shall ascertain that written minutes of each Committee meeting are kept.

Any director who is not a Member may attend meetings of the Committee, provided that such director may not vote on any matter coming before the Committee for a vote. The Committee may invite to its meetings any members of management and such other persons as it deems appropriate. The Committee may meet in executive session as the Committee deems necessary or appropriate.

Board Reports The Committee shall report regularly to the Board on the Committee's discussions and actions, including issues with respect to the quality or integrity of financial statements, compliance with legal requirements, the performance and independence of the Independent Auditor, performance of the internal audit function, other significant issues arising at Committee meetings and any other matters that the Committee

deems appropriate or is requested to review for the Board's benefit.

Subcommittees..... In fulfilling its responsibilities, the Committee shall be entitled to establish and delegate authority to one or more subcommittees comprised of one or more Members and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee of directors of Brooklyn appointed by it, which may or may not be composed of Members.

Compensation A Member may receive additional fees as compensation for the time and effort expended to fulfill Committee duties. A Member may not receive from Brooklyn, directly or indirectly, any consulting, advisory or other compensatory fee, other than in the Member's capacity as a member of the Board, the Committee or another Board committee.

Annual Reviews

Performance..... The Committee shall, together with the Nominating and Governance Committee, conduct an annual evaluation of the Committee's performance and report to the Board on the results of such evaluation.

Charter..... The Committee shall annually review and reassess the adequacy of this Charter and submit any proposed changes to the Board for approval.

Conflict of Interest Policy The Committee shall annually review and reassess the adequacy of Brooklyn's Conflict of Interest Policy and submit any proposed changes to the Board for consideration.

ADDITIONAL AUTHORITY

Access..... The Committee shall have full access, when determined by the Committee to be necessary or appropriate, to Brooklyn's books, records, personnel, outside legal counsel or other professionals retained by Brooklyn.

The Committee is authorized to request that any Executive or other employee of Brooklyn, the Independent Auditor, any Project Accountant, or any representatives of Brooklyn's outside legal counsel or other professionals attend a meeting of the Committee or meet with any Members or any advisors to the Committee.

Engagement of Advisors The Committee may engage independent legal counsel, accountants, experts or other advisors as it deems necessary or advisable to carry out its responsibilities, and may determine the compensation or fees payable to, and oversee the work of, such advisors.

Expenses The Committee shall receive appropriate funding from Brooklyn, as determined by the Committee, for the payment of:

- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's responsibilities; and
- compensation to the Independent Auditor, each Project Accountant, outside legal counsel and any other advisors to the Committee.

INTERPRETATION

Reliance In performing its oversight responsibilities under this Charter, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management, the Independent Auditor, and such experts, professionals and other advisors as may be consulted by the Committee.

Citations Where a statute, rule, regulation or other governmental requirement is referenced in this Charter, the provisions of such requirement shall be deemed to be incorporated herein and shall not be limited by any description of such requirement provided herein.

Limitations Notwithstanding the responsibilities of the Committee set forth in this Charter, the Committee does not have the responsibility of planning or conducting audits of Brooklyn's financial statements or determining whether Brooklyn's financial statements are complete, accurate and in accordance with GAAP. Such responsibilities are the duty of management and, to the extent of its audit responsibilities, the Independent Auditor.