

AEROCLEAN TECHNOLOGIES, INC.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (this “Charter”) of the Board of Directors (the “Board”) of Aeroclean Technologies, Inc. (the “Company”) specifies the scope and the responsibilities of the Audit Committee of the Board (the “Committee”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

Purpose

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities in respect of the Company’s audit, financial reporting, legal and regulatory compliance programs and Code of Business Conduct of the Company (the “Code of Business Conduct”).

Composition

1. Members. The Committee shall be comprised of three or more directors as determined by the Board and in accordance with the rules of The Nasdaq Stock Market LLC (“Nasdaq”), the United States Securities and Exchange Commission (the “SEC”) or any other applicable regulatory agency. A quorum shall exist when a majority of the members of the Committee (the “Members”) are present and the Committee shall act only by (i) the affirmative vote of a majority of its Members or (ii) unanimous written consent in lieu of a meeting.
2. Qualifications. Each Member shall be an independent director and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a Member. The Board may appoint, under exceptional and limited circumstances, one director who is not “independent” under Nasdaq rules if it determines that membership on the Committee is required by the stockholders; it is in the Company’s best interest; it is disclosed; the director satisfies the SEC’s requirements for audit committee independence under Section 10A of the Securities Exchange Act of 1934, as amended; and that director serves no more than two years and not as the Chair of the Committee. All Members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one Member shall have accounting or related financial management expertise to meet the applicable SEC definition of “financial expert.”
3. Chair. The Chair of the Committee shall be appointed by the Board in consultation with the Chairman of the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board in consultation with the Chairman of the Board.

Authority and Duties

1. Nasdaq/SEC Requirement. The Committee shall comply with the audit committee requirements set by Nasdaq and the SEC.

2. Meetings. The Committee shall meet at least four times a year or more frequently as circumstances dictate.
3. Executive Sessions. The Committee shall meet at least annually with the financial management, the Secretary and the Independent Auditors of the Company (the “Independent Auditors”) in executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed.
4. Financial Risk Exposure. The Committee shall meet at least annually with the Company’s senior financial management to review the Company’s major financial risk exposures.
5. Select Auditor. The Committee shall approve and recommend to the Board the selection of the Independent Auditors for the Company, its divisions and subsidiaries.
6. Auditor Engagement. The Committee shall appoint, approve funding for and oversee the Independent Auditor engagements.
7. Pre-Approvals. The Committee may grant pre-approval for the Independent Auditors to perform audit, audit-related and tax services for engagements with estimated fees less than \$75,000. Pursuant to this pre-approval, management may engage the Independent Auditors on an as-needed basis from time to time. For engagements at or in excess of \$75,000, pre-approval by either the Committee or a Member designated by the Committee should be obtained prior to the commencement of services on an engagement-by-engagement basis. Audit and audit-related services include, but are not limited to, comfort letters, statutory audits, audits of employee benefit plans, consents, assistance with and the review of documents filed with the SEC, due diligence, internal control reviews and accounting consultants.

Unless pre-approved or performed pursuant to an annual, semi-annual or quarterly pre-approval engagement letter signed by the Committee Chair, all proposed other services that do not constitute audit, audit-related or tax services but that are permissible services shall be pre-approved by the Committee, unless the estimated fees are expected to be less than \$75,000, in which event the pre-approval of a so-designated Member shall be required.

8. Audit Plan. The Committee shall review with management and the Independent Auditors the scope of the Independent Auditors’ audit plan and the Internal Auditors’ annual audit plan, which are based, in part, on analyses of the financial statements and internal control risk.
9. Quarterly Financials. The Committee shall review the quarterly financial statements with financial management and the Independent Auditors prior to the filing of each Quarterly Report of the Company on Form 10-Q.
10. Audit Committee Report. The Committee shall review and approve the report from the Committee that the SEC requires be included in the Company’s annual proxy statement.

11. Financial Statements. The Committee shall review the financial statements contained in the Annual Report to be presented to the stockholders of the Company with the financial management and the Independent Auditors to determine that the Independent Auditors are satisfied with the disclosure and content prior to the filing of the Annual Report on Form 10-K.
12. Disclosure Controls. The Committee shall periodically review with management and any outside professionals as the Committee considers appropriate the effectiveness of the Company's disclosure controls and procedures, important trends and developments in financial reporting practices and requirements and their effect on the Company's financial statements.
13. Internal Controls. The Committee shall periodically review with management, the quality, adequacy and effectiveness of the Company's internal controls and any significant deficiencies or material weaknesses in internal controls and procedures.
14. Internal Audit Functions. The Committee shall oversee the responsibilities, resources, functions and performance of the Company's internal audit function.
15. Auditor Independence. The Committee shall obtain from the Independent Auditors a formal written statement that delineates all auditor relationships with the Company that may impact objectivity and take appropriate action to ensure auditor independence.
16. Complaints. The Committee shall establish procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters and establish procedures to ensure that all complaints are treated confidentially and anonymously.
17. Code of Business Conduct. The Committee shall review the process for communicating the Code of Business Conduct to Company personnel and assessing the effectiveness of the Code of Business Conduct.
18. Litigation & Regulatory. The Committee shall review and discuss periodically with the Company's counsel significant pending and threatened litigation and regulatory matters.
19. Related Party Transactions. The Committee shall review, approve and oversee any transaction between the Company and any "related person" (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis in accordance with Company policies and procedures.
20. Risk Assessment. The Committee shall discuss policies with respect to risk assessment and risk management.
21. Auditor Employees. The Committee shall review and discuss with management any employment of employees or former employees of the Independent Auditor.

22. Counsel and Other Advisors. The Committee shall, if necessary, engage independent counsel and other advisors as dictated by the circumstances.
23. Funding. 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.
24. Reporting. The Committee shall report annually to the stockholders of the Company, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by law, rule or regulation.
25. Confirm Responsibilities Carried Out. The Committee shall confirm annually that all responsibilities outlined in this Charter have been carried out.
26. Review Charter. The Committee shall review annually the adequacy of this Charter and, if revised, submit to the Board for approval.

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the performance of its duties. In exercising its duties, the Committee shall consult with the Chairman of the Board and, if it deems necessary, with counsel and/or advisors.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information and the accuracy of the information provided to the Committee by such persons or organizations.

Adoption

This Charter was approved by the Board and is effective as of November 23, 2021.