

**AUDIT COMMITTEE CHARTER
OF
INTELLICHECK, INC.**

The Audit Committee (the “Committee”) of the Board of Directors of Intellicheck, Inc. shall assist the Board of Directors in fulfilling its fiduciary and other obligations with respect to accounting and financial matters. Specifically, and without limiting the generality of the foregoing, the Committee shall:

1. Consist of at least three qualified (solely) Independent members of the Board of Directors (“Board”) appointed by the Board, each of whom is able to read and understand fundamental financial statements. The audit committee must have at least one member that has employment experience in finance or accounting, professional certification in accounting or any comparable experience or background which results in the individual’s financial sophistication including being or having been a CEO, CFO or other similar senior officer financial role. The Board also appoints the chairperson of the Committee.
2. Review the qualification, performance and independence of the Corporation’s independent auditors and recommend independent auditors for appointment annually by the Board.
3. Establish an open avenue of communications among the independent accountants, financial and senior management and the Board of Directors. Affirm that the independent accountants report directly to the Audit Committee and the Board.
4. Review with the auditors the adequacy and effectiveness of the Corporation’s system of internal financial controls and accounting practices to achieve reliability and integrity in the Corporation’s financial statements, and initiate such examinations of such controls and practices as the Committee deems advisable. As part of this process, the Committee shall review the auditor’s management assessment letter each year.
5. Review the authority and duties of the Corporation’s chief financial officer and chief accounting officer and the performance by each of them of their respective duties.
6. As the outside auditors are ultimately accountable to the board of directors and the audit committee, the audit committee will evaluate, has sole authority to select and where appropriate, replace the outside auditor (or to nominate the outside auditor to be proposed for shareholder approval in any proxy statement).
7. Prior to the commencement of the Corporation’s annual external audit, review with the Corporations’ independent auditors the scope of their audit function and estimated audit fees.
8. Subsequent to the completion of the Corporation’s annual external audit, review the report and recommendations of the independent auditors with the independent auditors and the Corporations’ management, as well as any difficulties encountered during the course of the audit.
9. Review the annual and quarterly consolidated financial statements of the Corporation and other financial disclosures of the Corporation and the accounting principles being applied in such statements and disclosures.
10. Prior to public release, review with management and the independent accountants, the financial results for the prior year including the Corporation’s annual report on Form 10-K.
11. Meet with the chief financial officer and the independent accountants, in separate executive sessions, to discuss any matters that the committee or these groups believe should be considered privately.

12. Review the insurance programs of the Corporation including professional malpractice, general liability, director and officer liability and property insurance, and the insurers carrying the Corporation's insurance.
13. Oversee the establishment and thereafter periodically review a corporate code of conduct and the Corporation's policies on ethical business practices.
14. Review the Corporation's policy on corporate securities trading.
15. Review and reassess the adequacy of this charter on an annual basis.