CHARTER OF THE AUDIT COMMITTEE

OF THE BOARD OF DIRECTORS OF TAOWEAVE, INC.

AMENDED AND RESTATED AS OF AUGUST 5, 2014

Purpose

The audit committee (the "Committee") of the Board of Directors (the "Board") of TaoWeave, Inc., a Delaware corporation (the "Company"), is appointed by the Board for the purpose of overseeing (a) the Company's accounting and financial reporting processes and the audits of the Company's financial statements, (b) the integrity of the Company's financial statements and internal controls, (c) the Company's compliance with legal and regulatory requirements, (d) the independent registered public accounting firm's qualifications and independence and (e) the performance of the Company's internal audit function and the independent registered public accounting firm.

Committee Membership

General Composition Requirements

The members of the Committee (the "Members") shall be appointed by the Board and shall serve at the discretion of the Board. Subject to the provisions set forth under "Smaller Reporting Company Composition Requirements" below, the Committee shall consist of at least three directors of the Company, each of whom:

(i) must satisfy the independence standards specified in Section 803A of the Company Guide of the NYSE MKT LLC (the "NYSE MKT") and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Act");

(ii) must 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

(iii) must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement.

In addition, at least one member of the Committee must be financially sophisticated, in that he or she has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual's financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. A director who qualifies as an audit committee financial expert under Item 407(d)(5)(ii) and (iii) of Regulation S-K will be presumed to qualify as financially sophisticated.

Notwithstanding the foregoing Committee membership requirements, one director who is not independent as defined in Section 803A of the NYSE MKT Company Guide, but who satisfies the requirements of Rule 10A-3 under the Act and is not a current officer or employee of the Company or an immediate family member of such an officer or employee, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its stockholders, and the Board discloses, in the Company's next annual meeting proxy statement (or in its next annual report on Form 10-K or equivalent if the Company does not file an annual proxy statement) subsequent to such determination, the nature of the relationship and the reasons for that determination. A Member appointed under the exception set forth in the preceding sentence must not serve in excess of two consecutive years and must not serve as chairperson of the Committee. As used herein, (i) "immediate family member" includes a person's spouse, parents, children, siblings, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, and anyone who resides in such person's home (other than domestic employees), and (ii) "officer" shall have the meaning specified in Rule 16a-1(f) under the Act, or any successor rule.

Smaller Reporting Company Composition Requirements

During such time as the Company satisfies the exception provided in Section 803B(2)(c) of the NYSE MKT Company Guide for Smaller Reporting Companies as defined in Item 10(f)(1) of Regulation S-K, the Committee shall only be required to consist of at least two members comprised solely of independent directors who also meet the requirements of Rule 10A-3 under the Act.

Cure Periods for Defaults in Composition Requirements

If the Company fails to comply with the Committee composition requirements set forth in this "Committee Membership" section of the Charter because a member of the Committee ceases to be independent in accordance with Section 803A of the NYSE MKT Company Guide and/or the requirements of Rule 10A-3 under the Act for reasons outside the member's reasonable control, the affected member may remain on the Committee until the earlier of the Company's next annual stockholders' meeting or one year from the occurrence of the event that caused the member to be no longer independent.

If the Company fails to comply with the Committee composition requirements set forth in this "Committee Membership" section of the Charter because a vacancy arises on the Committee, and the cure period set forth in the preceding paragraph is not otherwise being relied upon for another member, the Company will have until the earlier of its next annual stockholders' meeting or one year from the occurrence of the event that caused the failure to regain compliance; *provided*, *however*, that if the annual stockholders' meeting occurs no later than 180 days following the event that caused the failure to comply with the Committee composition requirement, (i) except as set forth in clause (ii) of this sentence, the Company shall instead have 180 days from such event to regain compliance and (ii) during such time as the Company is a Smaller Reporting Company as defined in Item 10(f)(1) of Regulation S-K, if the annual stockholders' meeting occurs no later than 75 days following the event that caused the

failure to comply with the Committee composition requirement, the Company shall instead have 75 days from such event to regain compliance.

The Company shall provide the NYSE MKT with notice of the foregoing events as may be required under the NYSE MKT Company Guide.

Duties & Responsibilities

In fulfilling its purpose as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe, and shall have all powers necessary and proper to fulfill all such duties and responsibilities. Subject to applicable Board and stockholder approvals, the Committee shall:

Financial Statement & Disclosure Matters

1. Review the policies and procedures adopted by the Company to fulfill its responsibilities regarding the fair and accurate presentation of financial statements in accordance with generally accepted accounting principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission (the "SEC") and the NYSE MKT;

2. Review and discuss reports from the Company's management or independent auditor regarding: (a) all critical accounting policies and practices to be used by the Company; (b) all alternative treatments of financial information within GAAP that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences;

3. Review and discuss with management and the Company's independent auditor the Company's financial statements (including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations") prior to the filing with the SEC of any report containing such financial statements;

4. Gain an understanding of new and proposed releases and pronouncements by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the Public Company Accounting Oversight Board ("PCAOB") and the SEC that may affect current or future financial statements or other disclosures in financial reports.

5. If deemed appropriate, recommend to the Board that the Company's audited financial statements be included in its annual report on Form 10-K for the last fiscal year;

6. Prepare and approve the report required by the rules of the SEC to be included in the Company's annual proxy statement in accordance with the requirements of Item 7(d) of Schedule 14A and Item 407(d)(3) of Regulation S-K;

Matters Regarding Oversight of the Company's Independent Auditor

7. Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm shall report directly to the Committee;

8. Receive and review a formal written statement from the Company's independent auditor delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard 1, as it may be modified or supplemented;

9. Actively engage in a dialogue with the Company's independent auditor with respect to any disclosed relationship or service that may impact the objectivity and independence of the independent auditor;

10. Take, or recommend that the Board take, appropriate action to oversee and ensure the independence of the Company's independent auditor;

11. Pre-approve all audit services and permissible non-audit services (including the fees and terms thereof) to be performed by the Company's independent auditor, with exceptions provided for *de minimis* amounts under certain circumstances as permitted by law, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditor on an on-going basis; *provided*, *however*, that: (i) the Committee may delegate to one or more Members the authority to grant such pre-approvals if the pre-approval decisions of any such delegate Member(s) are presented to the full Committee at its next-scheduled meeting; and (ii) all approvals of non-audit services to be performed by the independent auditor must be disclosed in the Company's applicable periodic reports;

12. Discuss with the Company's independent auditor the matters required to be discussed by Statement on Auditing Standards No. 16, as may be modified or supplemented, relating to the conduct of the audit and any major changes to the Company's auditing and accounting principles and practices;

13. Review with the Company's independent auditor and management any audit problems, difficulties or disagreements with management that the independent auditor may have encountered, as well as any management letter provided by the independent auditor and the Company's response to that letter, including a review of any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information;

14. Oversee the rotation of the lead (or coordinating) audit partner of the Company's independent auditor having primary responsibility for the audit and the audit partner responsible for reviewing the audit at least every five years;

Matters Regarding Oversight of the Company's Internal Audit Function

15. Establish policies and procedures for evaluating the adequacy and effectiveness of the Company's system of internal controls that could significantly affect the Company's financial statements, including the retention of any third party providers, as well as the adequacy and effectiveness of the Company's disclosure controls and procedures and management's reports thereon;

16. Review and approve the appointment of, and any replacement of, any third party provider to perform any internal audit procedures;

17. Review and discuss any reports prepared in connection with any internal audit;

Matters Regarding Oversight of Compliance Responsibilities

18. Establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

19. Monitor the Company's compliance with a code of conduct or ethics as required by applicable law or exchange listing standards and covering the conduct and ethical behavior of directors, executive officers and employees, and review and recommend to the Board action on any waivers of any portion of the code of conduct or ethics requested by any executive officer or director;

20. Review and address any concerns regarding potentially illegal actions raised by the Company's independent auditor pursuant to Section 10A(b) of the Act, and cause the Company to inform the SEC of any report issued by the Company's independent auditor to the Board regarding such conduct pursuant to Rule 10A-1 under the Act;

21. Obtain from the Company's independent auditor assurance that it has complied with Section 10A of the Act;

Additional Duties & Responsibilities

22. Oversee the management of risks relating to accounting, auditing, external reporting, internal controls and cash investment;

23. Review and reassess the adequacy of this Charter annually;

24. Review and assess the performance and effectiveness of the Committee at least annually;

25. Report regularly to the Board with respect to the Committee's activities and make recommendations as appropriate;

26. Review with the Company's outside counsel any legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies;

27. Take any other actions that the Committee deems necessary or proper to fulfill the purposes and intent of this Charter; and

28. Pursue and lead any investigations of issues that may have an impact on the Corporation's financial reporting (including the maintenance of its books and records), accounting and auditing principles and practices, internal controls or any other matters deemed appropriate.

While the Committee has the responsibilities, duties and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. Rather, those duties are the responsibility of management and the independent auditor.

Nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Committee to rely, in discharging their duties and responsibilities, on the records of the Company and on other information presented to the Committee, Board or Company by its officers or employees or by outside experts and advisers such as the Company's independent auditor.

Structure & Meetings

The Committee shall conduct its business and meetings in accordance with this Charter, the Company's bylaws and any direction set forth by the Board. The chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the members of the Committee. The designated chairperson shall preside at each meeting of the Committee and, in consultation with the other members, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. In the absence of the designated chairperson at any meeting of the Committee, the members present at such meeting shall designate a chairperson pro tem to serve in that capacity for the purposes of such meeting (not to include any adjournment thereof) by majority vote. The chairperson (other than a chairperson pro tem) shall ensure that the agenda for each meeting is distributed to each member in advance of the applicable meeting.

The Committee shall meet as often as it determines to be necessary and appropriate, but not less than quarterly each year. The Committee may establish its own schedule, provided that it shall provide such schedule to the Board in advance. The chairperson of the Committee or a majority of the members may call special meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. A majority of the appointed members, but not less than two members, shall constitute a quorum for the transaction of business. Members may participate in a meeting through use of conference telephone or

similar communications equipment, so long as all members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee may meet with any person or entity in executive session as desired by the Committee. The Committee shall meet with the Company's independent auditors, at such times as the Committee deems appropriate, to review the independent auditor's examination and management report.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

Authority to Engage Advisers

The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties.

Funding

The Company shall provide the Committee with appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payments of: (i) compensation to any 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; (ii) compensation to any advisers engaged by the Committee in carrying out its duties; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Minutes

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

Posting

This Charter will be posted on the Company's website and made available to all of the Company's stockholders.