

LIVE VENTURES INCORPORATED

AUDIT COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of Live Ventures Incorporated (the “**Company**”) has approved and adopted the following Charter to define the Audit Committee’s (the “**Committee**”) composition, responsibilities, and operations.

I. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s financial accounting, reporting, and controls. Principle responsibilities include oversight of the integrity of accounting and financial reporting processes of the Company and the audit of the Company’s financial statements by the Company’s independent registered public accounting firm (the “**Independent Auditors**”); the independence and performance of the Independent Auditors; and the Company’s compliance with legal and regulatory requirements; as more particularly set forth in Section III of this Charter.

While the Committee has the responsibilities and authority set forth in this Charter, management and the Independent Auditors are responsible for planning or conducting audits and determining that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles (“**GAAP**”). The Committee relies on management for the preparation and accuracy of the Company’s financial statements; management for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures, and applicable laws and regulations; and the Independent Auditors for an unbiased, diligent audit, or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the members of the Board or the members of the Committee.

II. COMPOSITION

The Committee will consist of not less than three members of the Board, each of whom will be independent as required by Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), any rules and regulations promulgated thereunder by the Securities and Exchange Commission (the “**SEC**”), and the rules of The Nasdaq Stock Market (the “**NASDAQ**”). No member of the Committee will have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the preceding three years.

All members of the Committee will meet the financial literacy requirements set forth by NASDAQ, the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations of the SEC. At least one member of the Committee must be an “audit committee financial expert” as such term is defined by the SEC rules and determined by the Board.

The members of the Committee will be appointed by the Board based on the recommendations of the Governance and Nominating Committee of the Board and are subject to annual reconfirmation. The Board

will designate one member of the Committee as the Committee's chairperson. The members of the Committee may be removed by the Board at any time with or without cause. No member of the Committee shall simultaneously serve on the audit committees of more than two other public companies without the prior approval of the Board.

III. RESPONSIBILITIES AND DUTIES

The Committee will have the following responsibilities and duties:

A. *Selection, Evaluation, and Oversight of the Independent Auditors*

i. Select, retain, and oversee the work of the Independent Auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts, and internal controls over financial reporting; and terminating the Independent Auditors, if necessary.

ii. Select, retain, oversee, and terminate, if necessary, any other accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company.

iii. Pre-approve all audit services and permissible non-audit services by the Independent Auditors, as set forth in Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC. The Committee may establish pre-approval policies and procedures, as permitted by Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC, for the engagement of independent accountants to render services to the Company, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approval delegated to one or more members of the Committee is reported to the Committee at its next scheduled meeting.

iv. Discuss with the Independent Auditors; the matters required to be communicated by the Public Company Accounting Oversight Board's (the "**PCAOB**") Auditing Standard No. 1301, Communications with Audit Committees, including any problems or difficulties encountered during the audit and management's response; and any other matters required to be discussed by applicable requirements of the PCAOB and the SEC.

v. Obtain, on an annual basis, from the Independent Auditors the written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independence of the Independent Auditors, and review and discuss with the Independent Auditors any disclosed relationships or services the Independent Auditors have with the Company which may affect the Independent Auditors' independence and objectivity.

vi. At least annually, obtain and review a report by the Independent Auditors that describes the firm's internal quality control procedures, any issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and all relationships between the firm and the Company or any of its subsidiaries; and discuss with the Independent Auditors this report and any relationships or services that may impact the objectivity and independence of the Independent auditors.

vii. At least annually, evaluate the qualifications and performance, and independence of the Independent Auditors, including an evaluation of the lead audit partner, and assure the regular rotation of the lead audit partner and consider regular rotation of the accounting firm serving as the Independent Auditors.

viii. Review the hiring policies for any employees or former employees of the Independent Auditors.

B. *Financial Reporting Processes, Accounting Policies, and Internal Control Structure*

i. Review and discuss with the Independent Auditors their responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; the overall audit strategy; the scope and timing of the annual audit; any significant risks identified during the Independent Auditors' risk assessment procedures; and when completed, the results, including significant findings, of the annual audit.

ii. Review with the Independent Auditors and management any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

iii. Review and discuss with the Independent Auditors all critical accounting policies and practices to be used in the audit; all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments, and the treatment preferred by the Independent Auditors; and effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

iv. Review and discuss with the Independent Auditors and management any audit problems or difficulties, including difficulties encountered by the Independent Auditors during their audit work (such as restrictions on the scope of their activities or their access to information); any significant disagreements with management; and management's response to these problems, difficulties, or disagreements.

v. Resolve disagreements between management and the Independent Auditors.

vi. Review and discuss with the Independent Auditors and management the Company's quarterly and annual audited financial statements including the quarterly reports on Form 10-Q and the annual report on Form 10-K, including the disclosure under Management's Discussion and Analysis of Financial Condition and Results of Operations (the "**MD&A**") before the reports are filed; and the form of audit opinion to be issued on the financial statements, to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.

vii. Review and discuss with management and the Independent Auditors the adequacy and effectiveness of the Company's financial reporting process, internal controls over financial reporting,

and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls, and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls, and procedures; review and discuss with management and the Independent Auditors disclosure relating to the Company's financial reporting processes, internal controls over financial reporting, and disclosure controls and procedures; the Independent Auditors' report on the effectiveness of the Company's internal controls over financial reporting; and the required management certification to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

viii. Review and discuss with management the Company's risk assessment and risk management policies and steps management has taken to monitor and control such exposures.

ix. Recommend to the Board that the audited financial statements and the MD&A section be included in the Company's Form 10-K and whether Form 10-K should be filed with the SEC.

x. Keep the Independent Auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company, and review and discuss with the Independent Auditors their evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties.

xi. Prepare the Audit Committee report required by the rules of the SEC to be included in the Company's annual proxy statement.

xii. Discuss the types of information to be disclosed in the Company's financial results press releases, as well as financial information and earnings guidance provided to analysts, rating agencies, and others.

C. *Miscellaneous*

i. Establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing, and federal securities law matters and for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting, auditing, and federal securities law matters.

ii. Monitor compliance with the Company's Code of Ethics and Business Conduct (the "**Code**"), applicable laws, and regulations.

iii. Review and oversee the Company's policies, procedures, and programs designed to promote and monitor legal, ethical, and regulatory compliance, and receive and review certain reports or complaints, allegations, and incidents reported pursuant to the Code or through the Company's other hotlines and procedures.

iv. Review, with the Company's internal counsel and outside legal counsel, legal and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries, which could have a significant impact on the Company's financial statements.

v. Review, approve, and oversee any transaction between the Company and any related person as defined by the applicable rules of NASDAQ and the SEC and any other potential conflict of interest situations on an ongoing basis.

vi. Conduct an annual evaluation of the performance of its duties under this Charter.

vii. Review annually this Charter and Code and, as appropriate, recommend changes to the Board.

viii. Perform any other activities consistent with this Charter and applicable law as the Committee or the Board may deem appropriate.

IV. MEETINGS

The Committee will meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities under this Charter. The Committee will report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and will make recommendations to the Board as appropriate. Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management and the Independent Auditors in separate executive sessions. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

V. RESOURCES AND AUTHORITY

The Company will provide appropriate funding to the Committee, as determined by the Committee, for payment of compensation to the Independent Auditors for services approved by the Committee. The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. In fulfilling its responsibilities, the Committee will have the authority to delegate its authority to subcommittees or to one or more members of the Committee, in each case, to the extent permitted by applicable law.

Effective: May 9, 2023