



AUDIT COMMITTEE CHARTER

OF

DIGITAL TURBINE, INC.

I. PURPOSE

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to the stockholders and others, the systems of internal controls which management and the Board of Directors have established, and the Corporation's audit and financial reporting process.

The Audit Committee shall be directly responsible 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 Corporation, and each such registered public accounting firm shall report directly to the Audit Committee.

The Audit Committee shall primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Audit Committee shall be comprised of three or more independent directors in accordance with the applicable rules and regulations of the SEC and the Nasdaq Stock Market.

All members of the Audit Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Audit Committee shall have accounting or related financial management expertise.

III. MEETINGS

The Committee shall meet on a regular basis and shall hold special meetings as circumstances require.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

A. Review this Charter at least annually and recommend any changes to the Board of Directors.

B. Review the Corporation's annual financial statements and any other relevant reports or other financial information.



- C.** Review the regular internal financial reports prepared by management.
- D.** Select the independent accountants and approve the fees and other compensation to be paid to the independent accountants.
- E.** Pre-approve all audit and permitted non-audit services to be performed by the independent accountants.
- F.** Review and ensure the independence of the independent accountants. This review shall cover and include services, fees, quality control procedures and a formal written statement from the independent auditors regarding relationships between the independent auditors and the Corporation, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence.
- G.** Review the performance of the independent accountants and discharge the independent accountants if and when circumstances warrant.
- H.** Following completion of the annual audit, review separately with the independent accountants and management any problems or difficulties encountered during the course of the audit.
- I.** Establish procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.
- J.** Establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- K.** Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

V. RESOURCES AND AUTHORITY

The Audit Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to retain and terminate independent legal, accounting or other advisors. The Corporation shall provide funding, as determined by the Audit Committee, for payment of compensation to the independent auditors, as well as for any independent advisers or administrative support employed by the Audit Committee.