

MRI INTERVENTIONS, INC.
AUDIT COMMITTEE RELATED PARTY TRANSACTIONS POLICY

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of MRI Interventions, Inc. (the “Company”) has recommended that the following policy regarding related party transactions be adopted by the Company and adhered to by all officers and directors of the Company. This policy will be effective as of February 27, 2012.

I. DEFINITIONS

1. A “related party transaction” is a transaction between the Company and a Related Party (including any transaction requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934), other than transactions available to all employees generally or involving less than \$5,000 when aggregated with similar transactions.

2. A “Related Party” is (i) an officer or director of the Company, (ii) a person who is an immediate family member of an officer or director; (iii) an entity which is owned or controlled by an officer or director or an immediate family member of an officer or director, or an entity in which an officer or director or an immediate family member of an officer or director is deemed to have a substantial ownership interest or control of such entity by virtue of such person owning more than 20% of such entity; and (iv) any person known to be the beneficial owner of more than 5% of any class of the Company’s voting securities. Members of an officer’s or director’s immediate family include such officer’s or director’s spouse, child, stepchild, parent, stepparent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law and any other person sharing the household of such officer or director. For purposes of this policy, officers will be defined as “executive officers” under applicable guidelines of the U.S. Securities and Exchange Commission (the “SEC”). Additionally, a “Related Party” may be a person or entity that proposes to enter into a transaction with the Company if the Committee finds that such transaction would require disclosure under Item 404 of Regulation S-K.

II. GENERAL

The Committee recognizes that related party transactions present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof) and therefore has adopted this policy which will be followed in connection with all related party transactions involving the Company. As such, it is the Company’s policy to prohibit all related party transactions with the Company unless:

1. the Committee will approve or ratify such transaction in accordance with the guidelines set forth in the policy; or
2. the transaction involves an employment or other compensatory arrangement approved by the Company’s Compensation Committee.

III. GUIDELINES FOR REVIEWING RELATED PARTY TRANSACTIONS

There is a general presumption that a related party transaction with the Company will not be approved by the Committee. However, the Committee may approve a related party transaction if:

1. The Committee finds that the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party; and
2. The Committee finds that it has been fully apprised of all significant conflicts that may exist or otherwise arise on account of the transaction, and it believes, nonetheless, that the Company is warranted entering into the related party transaction and has developed an appropriate plan to manage the potential conflicts of interest.

IV. ANNUAL REVIEW OF RELATED PARTY TRANSACTIONS

At each fiscal year's first regularly-scheduled Audit Committee meeting, management will provide the Audit Committee with detailed information concerning all related party transactions then known by management to be entered into or to be continued by the Company for the fiscal year. The Audit Committee will consider each proposed related party transaction and may approve the Company's entering into or continuing such related party transaction if the transaction satisfies the guidelines for reviewing related party transactions contained in this policy.

V. CHARITABLE CONTRIBUTIONS

Proposed charitable contributions, or pledges of charitable contributions, by the Company to a charitable or non-profit organization affiliated with a Related Party will be subject to prior review and approval by the Committee at the next Committee meeting or, in those instances in which the Vice President, Business Affairs determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, by the Chair of the Committee. In addition, each "named executive officer" (as defined by SEC rules) will report to the Vice President, Business Affairs, and the Vice President, Business Affairs will consolidate the information and report to the Committee, on a quarterly basis, charitable contributions in excess of \$200,000, in the aggregate, by the Company's named executive officers and their spouses to charitable or non-profit organizations affiliated with Related Parties. For purposes of this Section, a Related Party is affiliated with a charitable or non-profit organization if the Related Party serves as officer or director of the charitable or non-profit organization.

VI. DISCLOSURE

All related party transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, will be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy will be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations. In addition, the Company will post this policy on its website and update it as necessary.