

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF RF INDUSTRIES, LTD.

Purpose

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of RF Industries, Ltd. (the "Company"). The primary purpose of the Committee is to oversee the Company's accounting and financial reporting processes and the audit of the Company's financial statements, which includes representing and assisting the Board with oversight of: (a) the integrity of the Company's financial statements and internal controls, (b) the Company's compliance with certain legal and regulatory requirements within the scope of the Committee's responsibilities, (c) the qualifications and independence of the Company's auditor, and (d) the performance of the Company's independent registered public accounting firm. In doing so, it is the responsibility of the Committee to provide an open communications between the Board, management and the independent auditor.

Composition

1. Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Each member shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal. Committee Members may be removed by the Board at its discretion.
2. The Committee shall have at least three (3) members and shall be comprised solely of directors that meet the applicable independence and experience requirements of the Sarbanes Oxley Act of 2002 (the Act), the NASDAQ Stock Market, LLC ("NASDAQ"), the federal securities laws, the rules and regulations of the Securities and Exchange Commission (the "SEC") and the Company's independence guidelines. Each member shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement or will be able to do so within a reasonable period of time after his or her appointment to the Committee.
3. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in

accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities that qualify that member as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

4. The Board shall appoint one of the members of the Committee as Chairperson. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with an agenda for all meetings.
5. A majority of the members of the entire Audit Committee shall constitute a quorum. The Audit Committee shall Act on the affirmative vote a majority of members present at a meeting at which a quorum is present. Without a meeting, the Audit Committee may act by unanimous written consent of all members.

Responsibilities

1. General
 - a. In discharging its oversight role, the Committee shall have the power to conduct or authorize investigations into any matter within the Committee's scope of responsibilities, with full power to retain independent counsel and/or other advisors for this purpose. The Committee shall have unrestricted access to members of management and all information relevant to its responsibilities.
 - b. The Committee shall meet at least four (4) times per year or more frequently as circumstances require. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.
 - c. The Committee shall report its actions to the Board with such recommendations as the Committee may deem appropriate and issue all required reports, including the report required by the SEC to be included in the Company's annual proxy.
 - d. The Committee shall meet with the independent auditor, in separate executive sessions, to discuss any matters that the Committee or the independent auditor believes should be discussed privately.

- e. The Committee shall ensure the establishment of and periodically review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters and adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.
- f. The Committee shall perform such other functions required by law, the Company's charter, the Company's bylaws or the Board.
- g. The Committee shall evaluate its performance and effectiveness when determined to be appropriate, and will at least annually review and assess of the adequacy of this charter.

2. Internal Controls and Risk Assessment

- a. The Committee shall consider and review with management and the independent auditor: (a) the adequacy and effectiveness of the Company's systems of internal controls (including any significant deficiencies, material weaknesses and significant changes in internal controls reported to the Committee by the independent auditor or management) including accounting and financial practices and controls, and (b) current accounting trends and developments relevant to the Company.
- b. The Committee shall consider and review with management and the independent auditor any related significant findings and recommendations of the independent auditor, together with management's responses thereto.
- c. The Committee shall discuss the Company's policies and procedures with respect to risk assessment and risk management, and review contingent liabilities and risks that may be material to the Company and major legislative and regulatory developments which could materially impact the Company's contingent liabilities and risks. The Committee also shall discuss the Company's major financial risk exposure and the steps management has taken to monitor and control such exposure.
- d. The Committee shall review with management the Company's overall anti-fraud programs and controls.

3. Independent Auditor

- a. The Committee has the sole authority and responsibility to appoint, select, engage, evaluate, oversee and, where appropriate, discharge and replace the Company's independent auditor (or to nominate the independent auditor to be proposed for shareholder approval in any proxy statement), set the independent auditor's compensation, oversee the work of the auditor, pre-approve all audit services to be provided by the auditor, and establish the policies and procedures for the engagement of the independent auditors.
- b. The independent auditor's ultimate accountability is to the Board and the Committee, as representatives of the shareholders. The independent auditor shall report directly to the Committee.
- c. The Committee shall review with the independent auditor: (a) the scope and results of the annual audit, and (b) any questions, comments or suggestions the auditor may have relating to the internal controls, and accounting practices and procedures, of the Company.
- d. The Committee shall discuss with the independent auditor and management, as appropriate, any audit problems or serious difficulties or disputes, and management's response. The Committee shall be responsible for the resolution of any disagreements or disputes between the independent auditor and management regarding financial reporting.
- e. The Committee shall receive from the independent auditor a written statement delineating all relationships between the independent auditor and the Company, consistent with applicable standards. The statement shall include a description of all services provided by the independent auditor and the related fees.
- f. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor.
- g. The Committee shall at least annually (a) evaluate the independent auditor and its qualifications, including its registration with the Public Company Accounting Oversight Board ("PCAOB"), (b) consider the independence of the independent auditor, including whether the provision by the independent auditor of permitted non-audit services is compatible with independence, and (c) obtain and review a report from the independent auditor describing all relationships between the auditor

or its affiliates and the Company or individuals in a financial reporting oversight role at the Company, that may reasonably be thought to bear on the auditor's independence, and discuss with the auditor the potential effects of any disclosed relationships on the independence.

- h. The Committee shall pre-approve all audit services and permitted non-audit services to be performed for the Company by its independent auditor. The Committee shall also be responsible for approving the fees to be paid to the independent auditor for such services. The Committee may delegate authority to one or more members of the Committee to pre-approve audit and permitted non-audit services (including pre-approval of fees), provided that the approvals granted by such persons are reviewed with the full Committee at its next scheduled meeting.
- i. The independent auditor shall not be engaged to perform any non-audit services proscribed by law or SEC regulation.
- j. The Committee shall review and discuss with the Company's independent auditor any other matters required to be discussed by PCAOB Standards No. 1301, Communications with Audit Committees.

4. Financial Reporting

Prior to the filing of quarterly and annual financial statements, and in conjunction with the annual audit and quarterly review performed by the independent auditor, the Committee shall review with management and the independent auditor:

- a. The Company's annual and quarterly financial statements and related footnotes, including the Company's specific disclosures under "Management Discussion and Analysis of Financial Conditions and Results of Operations" and any other matters required to be reviewed under applicable legal, regulatory or NASDAQ requirements.
- b. The independent auditor's audit of the financial statements and related report thereon.
- c. Any items required by applicable generally accepted auditing standards relating to the conduct of the audit of annual financial statements or review of interim financial statements.
- d. Any significant changes required in the independent auditor's plan or in accounting principles or practices.

- e. Any significant difficulties or disputes with management encountered during the course of the annual audit or quarterly review.
- f. The existence of significant estimates and judgments underlying the financial statements, including the rationale behind those estimates as well as the details on material accruals and reserves, and the Company's accounting principles.
- g. The overall quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting.
- h. The effect of any new or proposed regulatory and accounting initiatives, as well as off- balance sheet structures, on the Company's financial statements and other public disclosures.
- i. Any disclosures and major issues as to the adequacy of the Company's internal controls over financial reporting.
- j. Any material correcting adjustments that have been identified by the independent auditor, and any material unadjusted differences.
- k. Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.

Based on the review of the above items, the Committee shall recommend to the Board, whether the financial statements should be included in the Company's annual report on Form 10-K.

5. Compliance with Laws and Regulations

- a. The Committee shall ascertain whether the Company has an effective process for determining risks and exposures from asserted and unasserted litigation and claims, and from noncompliance with laws and regulations.
- b. The Committee shall review with the Company's counsel and others (a) the status of compliance with laws, regulations and internal procedures, (b) any legal, tax or regulatory matters that may have a material impact on the Company operations and the financial statements, related Company compliance policies, and programs and reports received from regulators, and (c) the scope and status of systems designed to promote Company compliance with laws, regulations and internal

procedures, through review of reports from management, legal counsel and others as determined by the Committee.

Authority

While the Committee has the responsibilities 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 and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.