

**CHARTER OF THE AUDIT COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
MIMEDX GROUP, INC.**

Recitals.

This Charter (this “Charter”) describes the duties and responsibilities of the audit committee (the “Audit Committee”) of MiMedx Group, Inc. (the “Company”) and grants the Audit Committee the authority necessary to perform its oversight responsibility.

Charter.

1. Purpose of the Audit Committee. The purpose of the Audit Committee is to assist the Company’s Board of Directors (the “Board”) in its duty to oversee the Company’s accounting and financial reporting processes of the Company and the audits of the Company’s financial statements and internal control over financial reporting.

2. Qualifications of Audit Committee Members. The Audit Committee shall consist of not less than three members of the Board, each of whom shall, as determined by the Board, (a) meet the independence and experience requirements under the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) and the rules and regulations, as applicable, of the NYSE Amex or any other exchange on which the Company’s stock is listed unless an exemption from the requirement to meet such rule or regulation applies; (b) not have participated in the preparation of financial statements of the Company or any current subsidiary of the Company at any time during the past three years; (c) be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement; and (d) be free of any relationship that, in the opinion of the Board, would interfere with the member’s independent judgment.. At least one member of the Audit Committee shall have, in the judgment of the Board, (i) past employment experience in finance or accounting; (ii) requisite professional certification in accounting; or (iii) any 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. In addition, at least one member of the Audit Committee must be, as determined by the Board, an “audit committee financial expert” as such term is defined in Item 407(d)(5)(ii) of Regulation S-K. Audit Committee members shall be appointed by and serve at the pleasure of the Board.

3. Scope of Responsibility of the Audit Committee. The scope of responsibility of the Audit Committee shall include the activities outlined below. These activities should serve as a guide with the understanding that the Audit Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate to carry out the purpose of the Audit Committee outlined in Paragraph 1 of this Charter in light of changing business, legislative, regulatory, legal, or other conditions. The Audit Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Audit Committee outlined in Paragraph 1 of this Charter. Subject to the foregoing, the Audit Committee shall:

- (a) Oversee and monitor the activities of Company management, and outside auditors with respect to the Company’s accounting and financial reporting processes;

(b) Take direct responsibility 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 audit reports or performing other audit, review or attest services and recommend the selection of the outside auditors to the Board and stockholders and ensure that each such registered public accounting firm reports directly to the Audit Committee;

(d) Pre-approve audit and non-audit services provided to the Company by the Company's outside auditors either (i) before the auditors are engaged by the Company for such services or (ii) pursuant to any pre-approval policies and procedures established by the Audit Committee, provided that the Audit Committee is informed of each specific service;

(e) Review the proposed scope and plan of the annual audits of the financial statements and internal control over financial reporting;

(f) Direct the Company's outside auditors to review the Company's interim financial statements included in Quarterly Reports on Form 10-Q- prior to the filing of such reports with the SEC;

(g) Review and discuss with management and the Company's auditors the Company's annual audited financial statements and quarterly financial statements;

(h) Review with management, before release, the Company's audited financial statements and Management's Discussion and Analysis included in the Company's Annual Report on Form 10-K and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K;

(i) Review and discuss with the Company's outside auditors the Company's audited financial statements and audit findings and discuss with the outside auditors those matters required to be discussed by Statement of Auditing Standards No. 114, as amended, or such successor standard as may be promulgated by the Public Company Accounting Oversight Board ("PCAOB");

(j) Ensure the receipt from the Company's outside auditors of a formal written statement delineating all relationships between the outside auditor and the Company in accordance with applicable requirements of the PCAOB and actively engage in a dialogue with the outside auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and;

(k) Take appropriate action to oversee the independence of the outside auditors;

(l) Review with the Company's outside auditors and management the adequacy of the Company's internal financial controls and reporting systems;

(m) Review the outside auditors' management letter (if any) and consider any comments made by the outside auditors with respect to improvements in the internal accounting controls of the Company, consider any corrective action recommended by the outside auditors, and review any corrective action taken by management;

(n) Provide a report in the Company's annual report on Form 10-K or proxy statement as required by SEC regulations;

(o) Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

(p) Establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(q) Review and approve related party transactions for potential conflicts of interest;

(r) Review any requests for waivers of compliance with the Company's Code of business Conduct and Ethics;

(s) Annually review and reassess the adequacy of this Charter and make recommendations to the Nominating and Corporate Governance Committee of the Board with respect to any changes in this Charter; and

(u) Provide a summary verbal report of Audit Committee activity since the last meeting of the Board at each regular meeting of the Board.

4. Access to Information. In order to perform its obligations, the Audit Committee shall have unrestricted access to all internal and external Company information and to any officer, director, or employee of the Company.

5. Employee Access to Audit Committee. Any person employed by the Company and any of the Company's independent contractors shall have access to the Audit Committee, pursuant to procedures adopted by the Audit Committee, to report any matter such person believes would be of interest to the Audit Committee or of general concern to the Audit Committee or the Board. Contacting a member of the Audit Committee to report any irregularity, questionable activity, or other matter shall not subject the person making the report to discipline.

6. Delegation. The Audit Committee may delegate to one or more designated members of the Audit Committee who are independent directors of the Board the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings. As to other matters, the Audit Committee may delegate its authority to subcommittees or the Chair of the Audit Committee when it deems appropriate and in the best interest of the Company.

7. Frequency of Meetings.

(a) The Audit Committee shall meet on at least a quarterly basis with authority to convene additional meetings as circumstances require. Special meetings of the Audit Committee may be called by any member of the Audit Committee, any member of the Board, the Chief Financial Officer, or the Chief Executive Officer.

(b) At least once a year, the Audit Committee shall meet privately with the Company's outside and, if applicable, internal auditors, and no representative of the Company's management shall attend such meetings other than, at the request of the Committee, legal counsel.

8. Access to Legal Counsel and Advisors; Funding. The Audit Committee shall have full and free access to the Company's outside legal counsel, and has the authority to engage its own independent legal counsel and other advisors in its discretion. The Company must provide appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to any such legal counsel or advisors engaged by the Audit Committee pursuant to the preceding sentence, (ii) the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out the Audit Committee's duties, and (iii) 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.

9. Meeting Procedures.

(a) The Audit Committee is governed by the same rules regarding meetings (including meetings by telephone conference), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Company's Bylaws, or the laws of the state of Florida.

(b) Written minutes shall be maintained for each meeting of the Audit Committee.

10. Limitation of Audit Committee Duties. The Audit Committee is not an investigative committee of the Board and shall have no investigative duties unless expressly assigned to the Audit Committee by the Board or pursuant to the Company's Code of Business Conduct and Ethics. The Audit Committee shall exercise its business judgment in performing its duties under this Charter, including the duties outlined in Paragraph 3, and may emphasize and prioritize those duties and responsibilities set forth above that the Committee, in its discretion and judgment, believes are the most important, given the particular circumstances. It is not the duty of the Audit Committee to undertake the audit of the Company itself, to plan the audit, or to undertake any of the responsibilities of the Company's internal or outside auditors. The Audit Committee is not required to follow the procedures required of auditors in performing reviews of interim financial statements or audited financial statements. In performing its functions, the Audit Committee may rely upon information provided to it by management, by the Company's internal and outside auditors, or by legal counsel. This Charter imposes no duties on the Audit Committee or its members that are greater than those duties imposed by law upon a director of a Florida corporation. If any claim is asserted against the Audit Committee, any of its members, or the Company by a shareholder or any other person, nothing in this Charter shall be construed to limit or restrict any defense or indemnification available to the Audit Committee, any of its members, or the Company.

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*Adopted by the Board of Directors of MiMedx Group, Inc. on April 8, 2008.
Amended May 11, 2010 and December 12, 2012*