

**Charter of the Audit Committee
of the
Board of Directors of StemCells, Inc.**

1. Purpose. The purpose of the Audit Committee (the “Committee”) is to (a) appoint, oversee and replace, if necessary, the independent auditor, (b) assist the Board of Director's oversight of (i) the preparation of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, and (iv) the performance of the Company's independent auditor; and (c) prepare the report the SEC rules and regulations require be included in the Company's annual proxy statement.

While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

2. Composition of the Audit Committee. The Committee shall consist of no fewer than three board members appointed by the Board of Directors of the Company (the “Board”). Committee members may be removed by the Board of Directors in its discretion. The Board, at its discretion, shall have the power, at any time, to change the membership of and fill vacancies in the Committee, consistent with this Charter and subject to the satisfaction of such new member(s) of the membership requirements. Resignation or removal of a member from the Board, for whatever reason, shall automatically and without any further action, constitute resignation or removal, as applicable, from the Committee.

Each member of the Committee shall satisfy the independence requirements of the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) and The Nasdaq Stock Market, Inc. (“Nasdaq”) as such requirements are interpreted by the Board in its business judgment, and the Board shall annually review the Committee’s compliance with such requirements. Members of the Committee shall be versed in reading and understanding financial statements, and at least one member shall be an "audit committee financial expert," as defined in the Sarbanes-Oxley Act and regulations adopted by the SEC under that Act.

No member of the Committee may sit on more than three separate audit committees without prior Board approval.

3. Meetings of the Audit Committee. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate; the Committee shall normally meet at least quarterly. It shall meet separately with management and with the independent auditor to discuss results of examinations, or discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee shall report regularly to the Board of Directors. The Committee shall maintain written minutes or other records of its meetings and activities.

4. Allocation of Responsibilities. The function of the Committee is oversight. The Committee has direct and sole responsibility for the appointment, compensation, oversight and

replacement, if necessary, of the independent auditor, including the resolution of disagreements between management and the auditor regarding financial reporting. The Committee may delegate authority to one or more members of the Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole. Management, rather than the Committee, has the responsibility to plan or conduct audits, to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, and to assure compliance with laws, regulations or any internal rules or policies of the Company. The independent auditor is responsible for performing independent audits of the Company's consolidated financial statements in accordance with generally accepted auditing standards and for issuing reports thereon. The Committee will have full access to the Company's books and records and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors).

5. Duties and Proceedings of the Audit Committee. The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities by accomplishing the following:

5.1 Oversight of Independent Auditor.

(a) Annually evaluate, determine the selection of, and if necessary, determine the replacement of or rotation of, the independent auditor. The Committee shall monitor the rotation of the independent auditor's partners on the Company's audit engagement team as required by applicable laws and rules and shall consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms. The Committee shall confirm with independent auditors that the independent auditors are in compliance with the partner rotation requirements established by the SEC.

(b) Approve or pre-approve all auditing services (including comfort letters and statutory audits) and all permitted non-audit services by the auditor.

(c) Review, evaluate and discuss formal reports, at least annually, from the independent auditor regarding the auditor's independence, including a delineation of all relationships between the auditor and the Company; and recommend to the Board of Directors actions to satisfy the Board of the independence of the auditor.

(d) At least annually, receive a report, orally or in writing, from the independent auditor detailing the firm's internal quality control procedures and any material issues raised by independent auditor's internal quality control review, peer review or any governmental or other professional inquiry performed within the past five years and any remedial actions implemented by the firm.

5.2 Oversight of Audit Process and Company's Legal Compliance Program.

- (a) Review with independent auditor the overall scope and plans for audits, including authority and organizational reporting lines and adequacy of staffing and compensation. Review with independent auditor any difficulties with audits and managements' response.
- (b) Review and discuss with management and independent auditor the Company's system of internal control, its financial and critical accounting practices, and policies relating to risk assessment and management.
- (c) Receive and review reports of the independent auditor discussing 1) all critical accounting policies and practices used in the preparation of the Company's financial statements, 2) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and 3) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- (d) Discuss with management and the independent auditor any changes in Company's critical accounting principles and the effects of alternative GAAP methods, off-balance sheet structures and regulatory and accounting initiatives.
- (e) Review and discuss with management and the independent auditor the annual and quarterly financial statements and Management's Discussion and Analysis of Financial Conditions and Results of Operations (MD&A) of the Company prior to the filing of the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q; discuss results of the annual audit and quarterly review and any other matters required to be communicated to the committee by the independent auditor under generally accepted auditing standards; and discuss with management and the independent auditor their judgment about the quality of accounting principles, the reasonableness of significant judgments, including a description of any transactions as to which the management obtained Statement on Auditing Standards No. 50 letters, and the clarity of disclosures in the financial statements, including the Company's disclosures of critical accounting policies and other disclosures under its MD&A.
- (f) Review and approve the original proposed scope of the annual independent audit of the Company's financial statements and the associated engagement fees, as well as significant variations in the actual scope of the independent audit and the associated engagement fees.
- (g) Provide oversight and review of the Company's asset management policies, including an annual review of the Company's investment policies and performance for cash and short-term investments.
- (h) Review material pending legal proceedings involving the Company and other contingent liabilities.

- (i) Review significant findings of examination by regulatory authorities or agencies, in the areas of securities, accounting or tax, such as the SEC or the U.S. Internal Revenue Service.
- (j) Receive from the CEO and CFO a report of all significant deficiencies and material weaknesses in the design or operation of internal controls, and any fraud that involves management or other employees who have a significant role in the company's internal controls.
- (k) Discuss with the independent auditor the matters required to be communicated to audit committees in accordance with Statement on Auditing Standards No. 61.
- (l) Approve all “related party transactions” required to be disclosed pursuant to Item 404 of SEC Regulation S-K.
- (m) Establish 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 submissions by employees of concerns regarding questionable accounting or accounting matters.
- (n) Determine when the Company’s size and complexity justify the addition of an internal audit function.
- (o) Investigate any matter brought to the attention of the Committee within the scope of its duties with the power to retain outside counsel and a separate accounting firm for this purpose if, in the judgment of the Committee, such investigation or retention is necessary or appropriate.

5.3 Other Responsibilities.

- (a) Review the adequacy of this audit committee charter annually and submit charter to Board of Directors for approval.
- (b) Prepare report for inclusion in the Company's annual proxy statement as required by the rules of the Securities and Exchange Commission.
- (c) Put in place an appropriate control process for reviewing and approving Company's internal transactions and accounting.
- (d) Report to the Board on a regular basis.
- (e) As required by the Board, perform, or participate in, an evaluation of the performance of the Committee.

(f) Perform any other activities consistent with the Charter, By-laws and governing law as the Board of Directors or the Audit Committee shall deem appropriate, including, in its discretion, holding meetings with the Company's investment bankers and financial analysts.

(g) Consider and present to the Board for adoption a code or codes of business conduct, which meet the requirements of Nasdaq and the SEC, especially 15 U.S.C. 7265 and Item 406 of the SEC's Regulation S-K, and provide for and review prompt disclosure to the public of any change in, or waiver of, the code or codes of business conduct. Review the code or codes of business conduct periodically and recommend such changes to the code or codes of business conduct as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with the code or codes of business conduct.

(h) Review earnings press releases prior to their release, including Company's use of "pro forma" or "adjusted" non-GAAP information as well as Company policies with respect to earnings press releases, financial information and earnings guidance provided to analysts and rating agencies. This function may be performed by the Chair or the full Committee.

(i) The Committee is to set clear policies for Company's hiring of employees or former employees of the independent auditors, which include the restrictions set forth in Section 206 of the Sarbanes-Oxley Act of 2002 and any rules promulgated thereunder by the SEC.

(j) Review: (a) the status of compliance with laws, regulations, and internal procedures; (b) the scope and status of systems designed to promote Company's compliance with laws, regulations and internal procedures, through review of reports from management, legal counsel and third parties as determined by the Audit Committee, and (c) the Company's major legal compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.

(k) Discuss with the Company's management the Company's major financial risk and enterprise exposures and the steps management has taken to monitor and control such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.

(l) Discuss with management and the independent auditor any of the following which are brought to the Committee's attention: correspondence from or with regulators or governmental agencies; any employee complaints; and any published reports that raise material issues regarding the Company's financial statements, financial reporting process or accounting policies.

6. Authority and Resources of the Audit Committee. The Committee has the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties.

It also has authority to determine compensation for such advisors as well as for the independent auditor. The Committee may determine appropriate funding needs for its own ordinary administrative expenses that are necessary and appropriate to carrying out its duties.