

AUDIT COMMITTEE CHARTER

OF

IRADIMED CORPORATION

1. Purpose

- A. The Audit Committee (the “Audit Committee”) is appointed by the Board of Directors (the “Board”) of iRadimed Corporation, a Delaware corporation (the “Company”), to assist the Board in monitoring (1) the integrity of the annual, quarterly and other financial statements of the Company, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s independent auditor,(4) the compliance by the Company with legal and regulatory requirements and, (5) the cyber and information security risk oversight of the Company. The Audit Committee shall also review and approve all related-party transactions.
- B. The Audit Committee shall prepare the Audit Committee report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual proxy statement.

2. Committee Membership

- A. The Audit Committee shall consist of no fewer than three members. The Audit Committee shall meet the independent directors and audit committee requirements of The Nasdaq Capital Market, or any stock exchange where the Company’s securities are listed from time to time, and applicable laws and the rules and regulations of the Commission, including the independence and experience requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations of the Commission. No member of the Audit Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.
- B. The members of the Audit Committee shall be appointed by the Board. Audit Committee members may be replaced by the Board with or without cause. Unless a Chairman is appointed by the Board, the members of the Audit Committee shall designate a Chairman by majority vote of the full Audit Committee. The Chairman of the Audit Committee shall be a member of the Audit Committee and, if present, shall preside at each meeting of the Audit Committee. He or she shall advise and counsel with the executives of the Company, and shall perform such other duties as may from time to time be assigned to him by the Audit Committee or the Board.
- C. Each member shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, and at least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities and will otherwise qualify as an “audit committee financial expert” as defined by applicable Commission rules .
- D. The compensation of Audit Committee members shall be as determined by the Board. No member of the Audit Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company other than fees paid in his or her capacity as a member of the Board or a committee of the Board.

3. Meetings; Action by Written Consent. A majority of the members of the entire Audit Committee shall constitute a quorum. The Audit Committee shall act on the affirmative vote of a majority of members present at the meeting at which a quorum is present. The Audit Committee shall meet as often as it determines necessary and appropriate, in its judgment, in order to fulfill its responsibilities. [Meetings of the Audit Committee shall be in person or by conference telephone, videoconference, or similar communication equipment, provided that all members participating in the meeting can hear one another.] The Audit Committee shall meet periodically with management and the independent auditor in separate executive sessions. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. Action may be taken by the Audit Committee without a meeting if all members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Audit Committee.

4. Committee Authority and Responsibilities

- A. The Audit Committee shall have the sole authority to appoint or replace the independent auditor. The Audit Committee shall be directly responsible for determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.
- B. The Audit Committee shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditor, including the fees and terms thereof (subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit). The Audit Committee may form and delegate authority to subcommittees of the Audit Committee consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.
- C. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to (i) the independent auditor for the purpose of rendering or issuing an audit report and (ii) any advisors employed by the Audit Committee.
- D. The Audit Committee shall discuss with the independent auditor its responsibilities under generally accepted auditing standards, review and approve the planned scope and timing of the independent auditor's annual audit plan(s) and discuss significant findings from the audit, including any problems or difficulties encountered.
- E. The Audit Committee shall make regular reports to the Board. These reports shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent auditor, the performance of the internal audit and information technology functions and any other matters that the Audit Committee deems appropriate or is requested by the Board. The Audit Committee shall review and reassess the adequacy of this Audit Committee charter annually and recommend any proposed changes to the Board for approval. The Audit Committee annually shall review the Audit Committee's own performance.

F. The Audit Committee shall:

i. Financial Statement and Disclosure Matters

- (1) Meet with the independent auditor prior to the audit to review the scope, planning and staffing of the audit.
- (2) Review and discuss with management and the independent auditor the annual audited financial statements and recommend to the Board whether the audited financial statements should be included in the Company's Annual Reports on Form 10-K (or the annual report to stockholders if distributed prior to the filing of the Form 10-K).
- (3) Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Quarterly Reports on Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
- (4) Discuss with management and the independent auditor, as appropriate, significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including:
 - (A) any significant changes in the Company's selection or application of accounting principles;
 - (B) the Company's critical accounting policies and practices; and critical audit matters as determined by the independent auditors
 - (C) all alternative treatments of financial information within U.S. generally accepted accounting principles ("GAAP") that have been discussed with management and the ramifications of the use of such alternative accounting principles;
 - (D) any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies; and
 - (E) any material written communications between the independent auditor and management, such as any management letter, schedule of unadjusted differences and critical accounting and audit matters as determined by the independent auditors.
- (5) Review and discuss with management and the independent auditor, as appropriate, any financial information included in the company's quarterly earnings press releases.
- (6) Discuss with management the Company's earnings press releases generally, including the use of "pro forma" or "adjusted" non-GAAP information, and any financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be general and include the types of information to be disclosed and the types of presentations to be made.
- (7) Discuss with management and the independent auditor the effect on the Company's financial statements of (i) regulatory and accounting initiatives and (ii) off-balance sheet structures, if any.
- (8) Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

- (9) Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standard No. 1301 (as may be modified or amended) relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management as well as the matters in the written disclosures required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence.
 - (10) Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer (or individuals performing similar functions) during their certification process for the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
- ii. Oversight of the Company's Relationship with the Independent Auditor
- (1) At least annually, obtain and review a formal written statement from the independent auditor, consistent with Independence Standards Board Standard No. 1 of the Public Company Accounting Oversight Board, regarding (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues and (iv) all relationships between the independent auditor and the Company.
 - (2) Evaluate the qualifications, performance, and independence of the independent auditor, including whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and the internal auditor. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
 - (3) Verify the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
 - (4) Oversee the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
 - (5) Be available to the independent auditor during the year for consultation purposes.

iii. Compliance Oversight Responsibilities

- (1) Obtain assurance from the independent auditor that Section 10A(b) of the Exchange Act has not been implicated.
- (2) Review and approve all related-party transactions as described in the Company's Code of Business Conduct and Ethics.
- (3) Inquire and discuss with management the Company's compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics in effect at such time, if any, and, where applicable, recommend policies and procedures for future compliance.
- (4) Establish and oversee procedures (which may be incorporated in the Company's Code of Business Conduct and Ethics, in effect at such time, if any) for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or reports which raise material issues regarding the Company's financial statements or accounting policies and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- (5) Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- (6) Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
- (7) Review and approve all payments made to the Company's officers and directors or its or their affiliates. Any payments made to members of the Audit Committee will be reviewed and approved by the Board, with the interested director or directors abstaining from such review and approval.

iv. Cybersecurity Oversight

- (1) Serve and function as the Board's primary oversight body to monitor the Company's cybersecurity and related information technology risks.
- (2) Receive periodic updates from management on the Company's policies, processes, procedures, and any significant development related to the identification, mitigation, and remediation of cybersecurity risks, including recovery and communication plans for any unplanned outage or security breach, and the Company's disclosure of any cybersecurity incident deemed material (and such materiality determination will be made by the Board upon recommendation of the Audit Committee) as required by the Commission or any other governmental authority, as applicable.
- (3) Have the authority to retain outside technical consultants or other appropriate advisors and determine the appropriate amount of funding for payment of compensation to such consultants.
- (4) Review the Company's Cyber insurance policies, if applicable, to ensure appropriate

coverage and that all insurance terms and conditions are being met.

- (5) Ensure that Company management provides the Board at least annually with a comprehensive IT Risk Assessment Report, including systems and processes related to cyber security risks.

5. **Limitation of Audit Committee's Role.** While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit 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 GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.
6. **Delegation of Duties.** In fulfilling its responsibilities, the Audit Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Audit Committee.