

VERITONE, INC.

AUDIT COMMITTEE CHARTER

(as adopted April 2017)

I. Organizational Matters

- A. Formation; Purpose. The Audit Committee is appointed by the Board of Directors (the “Board”) of Veritone, Inc. (the “Company”) to assist the Board in fulfilling their oversight responsibility to stockholders, potential stockholders, the investment community and others relating to the Company’s financial statements and the financial reporting process, the systems of internal accounting and financial controls, the internal audit function, the annual independent audit of the Company’s financial statements, the independent auditors’ qualifications and independence and the legal compliance and ethics programs as established by management and the Board. In so doing, it is the responsibility of the Audit Committee to maintain free and open communication between the Audit Committee, the independent auditors, the internal auditors and management of the Company.
- B. Membership Qualifications; Terms.
1. The Audit Committee shall be comprised of at least three (3) members of the Company’s Board of Directors. The members of the Audit Committee shall be appointed by a majority of the Board for one-year terms. The Board shall designate one member of the Audit Committee to serve as Chairperson. The members of the Audit Committee shall serve until their resignation, retirement, or removal by the Board and until their successors shall be appointed. No member of the Audit Committee shall be removed except by majority vote of the independent directors of the full Board then in office.
 2. Members of the Audit Committee shall have no relationship that may interfere with their independence from management and the Company or with the exercise of their duties as committee members.
 3. Each member shall meet the independence standards defined in: (a) Rules 5605(a)(2) and (c)(2) and/or other provisions of the Nasdaq Listing Rules (during such time as the Company’s Common Stock is quoted on the Nasdaq Stock Market), or the listing rules or standards of the exchange on which the Company’s securities are listed, as such listing rules and standards may be amended from time to time; (b) Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Rule 10A-3(b)(1) thereunder; (c) the rules and regulations of the Securities and Exchange Commission (“SEC”); and (d) any other law or regulation applicable to the Company.
 4. All members shall be financially literate, and at least one member of the Audit Committee shall qualify as an “audit committee financial expert” as defined by the rules and regulations of the SEC.

C. Powers of the Committee. In the exercise of its responsibilities hereunder:

1. The Audit Committee shall have the sole authority to appoint and, when deemed appropriate, replace the Company's independent auditors, and to compensate and oversee the work of the Company's independent auditors.
2. The Audit Committee shall have the authority to conduct investigations into any matters within its scope of responsibility and to retain special legal, accounting or other consultants to advise and assist the Committee in performing its duties and responsibilities.
3. The Audit Committee shall have full and unfettered access to all books, records, facilities, and personnel of the Company.
4. The Audit Committee may request any officer or employee of the Company, the Company's outside counsel or independent auditors, or others to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
5. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members as appropriate, including the authority to grant pre-approvals of permitted non-audit services, provided that any decision of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next meeting.
6. Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation and bylaws (as may be amended from time to time), and governing law as the Audit Committee or the Board deems necessary or appropriate.

D. Review of Charter and Committee Performance. The Audit Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. In addition, the Audit Committee will annually evaluate its own performance.

E. Funding. The Company shall provide appropriate funding, as determined by the Audit Committee, for compensation to the independent auditor and to any consultants and advisors that the Audit Committee chooses to engage, and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

II. Meetings and Procedures

- A. The Audit Committee shall meet as often as it may deem necessary and appropriate in its judgment, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other.
- B. A majority of the members of the Audit Committee shall constitute a quorum of the Audit Committee. The Audit Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Audit Committee may act by unanimous written consent in accordance with the Company's bylaws.
- C. The Audit Committee shall meet with the independent auditors and management in separate meetings, as often as it deems necessary and appropriate in its sole judgment.

- D. The Secretary of the Company, a Chairperson of the Audit Committee or a majority of the members of the Audit Committee may call a meeting of the Audit Committee.
- E. The Audit Committee may delegate authority to one or more members of the Audit Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised.

III. Responsibilities of the Audit Committee

The primary responsibility of the Audit Committee is to oversee the Company's financial reporting process and the underlying system of internal controls on behalf of the Board and report the results of its activities to the Board. The Audit Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior. The following shall be the principal recurring processes of the Audit Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Audit Committee may supplement them as appropriate.

A. Appointment and Review of Independent Auditors.

1. The Audit Committee shall have the sole authority to appoint and replace the independent auditors, who will report directly to the Audit Committee. The Audit Committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Audit Committee, as representatives of the Company's stockholders. The independent auditing firm may not be appointed if any senior management personnel of the Company had been employed by such firm and had participated in any audit of the Company during the one-year period preceding the initiation of the current audit.
2. Review the experience and qualifications of the senior members of the independent auditor team and the quality control procedures of the independent auditors. Ensure the rotation of audit personnel as required by law.
3. Pre-approve the fees to be paid to the independent auditors for audit services.
4. Oversee the work of the independent auditors, including resolution of any disagreements between management and the independent auditors regarding financial reporting issues.
5. Pre-approve the retention of the independent auditors for any non-audit service and the fee for such service, subject to the de minimus exception contained in Section 10A(i)(1)(B) of the Exchange Act (which services shall be approved by the Audit Committee prior to completion of the audit for such year). With respect to general tax analysis and advice, such pre-approval may be on an annual basis based on the expected activities for the succeeding year. Such non-audit services may not include any services prohibited by law.
6. Receive periodic written reports from the independent auditors regarding the auditor's independence from management and the Company, all relationships between the auditor and the Company, and any other matters included in the written disclosures required by the Public Company Accounting Oversight Board (PCAOB), actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor, consider whether the provision of non-audit services is

compatible with maintaining the auditor's independence, and take, or recommend that the full board take, appropriate action to oversee the independence of the outside auditors.

7. Evaluate the performance of the independent auditors.
8. Establish guidelines for the Company's hiring of employees of the independent auditors that meet SEC rules and regulations and Nasdaq listing requirements.
9. At least annually, obtain and review a report by the independent auditors describing: (a) the firm's internal quality control procedures, and (b) 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, and any steps taken to deal with any such issues.
10. Prior to the initial retention of an independent auditor as the Company's auditor, the Audit Committee shall (i) obtain and review a report by the firm describing all relationships between the firm or any affiliates of the firm and the Company or any persons in financial reporting oversight roles at the Company that, as of the date of the report, may reasonably be thought to bear on the independence of the firm, (ii) discuss with the firm the potential effects of any such relationships on the independence of the firm, should it be retained as the Company's auditor, and (iii) document all discussions with the firm regarding its independence.

B. Annual Audit and Related Matters.

1. Meet with the independent auditors prior to the audit to review the overall scope of the audit, the planning and staffing thereof and the proposed fees therefor.
2. Review with management and the independent auditors the annual audited financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K).
3. Review and discuss any analysis prepared by management and the independent auditors and reports from the independent auditors on: (a) all critical accounting policies and practices to be used; (b) any alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management, including but not limited to any management letter or schedule of unadjusted differences.
4. Discuss with management and the independent auditors the adequacy and effectiveness of the Company's financial staff, the Company's systems to monitor and manage business risk, and the Company's legal and ethical compliance programs.
5. Review with management and the independent auditors the effect of regulatory and accounting initiatives as well as any off-balance sheet structures on the Company's financial statements.

6. Discuss with the independent auditors the matters required to be discussed relating to the conduct of the audit and any other matters required to be communicated to the Audit Committee by the independent auditors under PCAOB rules and other generally accepted auditing standards.
7. Discuss with the independent auditors significant matters with respect to which they consulted their national office, and, if so determined by the Audit Committee, discuss such matters with the national office of the independent auditors.
8. Discuss with the independent auditors (a) the selection process, qualifications, incentives and review history of the auditor who performed the engagement quality review of the audit, and (b) the scope, process, timing and results of such review, including the most significant matters identified by the reviewing auditor that required additional audit procedures or follow-up.
9. Meet with management and the independent auditors in separate executive sessions to discuss issues relating to the annual audited financial statements. Inquire of the independent auditors as to whether any director, officer or employee of the Company has attempted to fraudulently influence, coerce, manipulate or mislead the auditors.
10. In consultation with the independent auditors and the internal audit staff, review the adequacy and integrity of the Company's financial reporting processes, and the internal control structure (including disclosure controls and procedures and internal control over financial reporting).
11. Review management's reports on internal control over financial reporting and the independent auditors' attestation report on the Company's internal control over financial reporting, to be included in the Company's annual reports on Form 10-K prior to the filing of the Form 10-K.
12. Review any disclosures made to the Audit Committee by the chief executive officer and/or chief financial officer during their certification process for the Form 10-K regarding the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting or material weaknesses or significant deficiencies therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
13. Obtain confirmation from the independent auditors that, in the course of the audit, they have not detected or otherwise become aware of any information indicating that an "illegal act" (as defined in Section 10A of the Exchange Act) has occurred.
14. Review with the independent auditors any problems or difficulties the auditors may have encountered and any management letter provided by the auditors and the Company's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management.
15. Based upon its reviews and discussions, the Audit Committee shall recommend to the Board of Directors as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

16. Participate in the preparation of and approve the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
17. Review the content and clarity of communications with the public regarding annual operating results and any forward-looking financial guidance to analysts and rating agencies prior to their release.

C. Review of Quarterly Financial Statements and Related Matters.

1. Review with management and the independent auditors the Company's quarterly financial statements and management's discussion and analysis of financial condition and results of operations prior to the filing of the Company's Form 10-Q.
2. Review with management and the independent auditors the results of the independent auditors' reviews of the quarterly financial statements, and discuss with the independent auditors any other matters required to be communicated to the Audit Committee under generally accepted auditing standards.
3. Review and discuss reports from the independent auditors on (a) all critical accounting policies and practices to be used, (b) any alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management.
4. Discuss with the independent auditors significant matters with respect to which they consulted their national office, and, if so determined by the Audit Committee, discuss such matters with the national office of the independent auditors.
5. Meet each quarter with management and the independent auditors in separate executive sessions to discuss issues relating to the quarterly financial statements. Inquire of the independent auditors as to whether any director, officer or employee of the Company has attempted to fraudulently influence, coerce, manipulate or mislead the auditors.
6. Review any disclosures made to the Audit Committee by the chief executive officer and/or chief financial officer during their certification process for the Form 10-Q regarding the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting or material weaknesses or significant deficiencies therein, and any identified changes in internal control over financial reporting, and any fraud involving management or other employees who have a significant role in the Company's internal controls.
7. Review the content and clarity of communications with the public regarding operating results and any forward-looking financial guidance provided to analysts and rating agencies for each of the first three fiscal quarters of each year prior to their release.

D. Investment Portfolio, Cash and Debt Management Oversight.

1. At such times as the Company maintains a managed investment portfolio:

- (a) review and reassess at least annually the Company's investment policy, which shall set forth the Company's investment objectives, the criteria for the composition of the Company's investment portfolio, performance standards, and other policies relating to the Company's investment activities, including transaction authority, documentation and safekeeping, and monitoring and reporting requirements and procedures, and approve changes to the investment policy as deemed appropriate;
 - (b) oversee the management of the Company's investment portfolio and compliance by the portfolio managers with the Company's investment policy; and
 - (c) evaluate the performance of the Company's outside portfolio managers and approve the addition or removal of portfolio managers.
2. Review and approve or make recommendations to the Board with respect to certain significant spending proposals, as required pursuant to the spending authority levels approved by the Board.
3. Receive from and review with management periodic reports regarding the Company's cash and debt position and the Company's compliance with covenants under its credit arrangements, unless such reviews are conducted by the full Board.

E. General Oversight Responsibilities.

1. Review the content and clarity of all material communications with the public regarding changes in financial projections prior to their release.
2. Meet periodically with management to review the Company's major risk exposures, including financial, industry and operational risks, and the steps management has taken to monitor and control such exposures, unless such reviews are conducted by the full Board.
3. Review major changes to the Company's accounting policies, principles and practices.
4. Obtain reports from management that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's code of conduct, including disclosures of insider and affiliated party transactions.
5. Review with management and the independent auditors any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
6. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
7. Establish procedures for receiving, retaining and investigating reports of illegal acts involving the Company detected by the independent accountants or others and, in accordance with such procedures, supervise the investigation of such reports of illegal acts, review the actions taken or to be taken by the Company to remediate such illegal acts, and, if appropriate, recommend further action by the Board of Directors. Establish procedures for the confidential, anonymous submission by employees of the Company and others of concerns or complaints

regarding questionable accounting or auditing matters, and investigate any such concerns or complaints.

8. Review and approve all transactions with related persons (as defined in Section 404 of Regulation S-K) involving the Company.
9. Review and discuss with management and the independent auditors new or proposed accounting rules or pronouncements that may affect the Company.

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 are complete and accurate and are in accordance with GAAP. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.