APPLIED ENERGETICS, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

A. Policy Statement

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Applied Energetics, Inc. (the "Company") is to assist the Board in overseeing (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the qualifications and independence of the Company's registered public accounting firm ("independent auditors"), and (4) the performance of the Company's internal audit function and independent auditors. The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

B. Organization and Meetings

(a) Appointment and Qualifications. The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion. The members of the Committee shall meet the size, independence, experience, expertise and other applicable requirements of the Nasdaq Stock Market, the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission, as may be in effect from time to time, as determined by the Board. At least one member of the Committee must be designated by the Board to be an "audit committee financial expert," as defined by Item 407(d) of Regulation S-K. The Committee shall consist of at least three and no more than six members, the exact number to be determined by the Board from time to time. The Board shall select the Committee chairperson. The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. Any such determination must be disclosed in the Company's annual proxy statement or Annual Report on Form 10-K.

(b) Meetings and Actions of the Committee. The Committee shall meet at least quarterly, and the chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting or consent necessary or desirable. The Committee shall meet periodically with management, with the internal auditors and with the independent auditor in separate executive sessions. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda. A majority of the Committee members shall constitute a quorum and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent.

(c) Investigations. The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel. It is understood that either the internal or external auditors, or counsel, may, at any time, request a meeting with the Committee or Committee chairperson with or without management attendance.

(d) Report to the Board. The Committee chairperson shall report matters considered and

acted upon to the full Board at the next regularly scheduled Board meeting.

(e) Review of Charter; Self-Evaluation. The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) through the Nominating and Governance Committee, or, in the absence of such comm conduct, and present to the board a self- evaluation of the Committee.

C. Resources

The 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 Committee, for payment of compensation to outside legal, accounting or other advisors employed by the Committee, for payment of the independent auditor and for payment of the Committee's ordinary administrative expenses.

D. Oversight of Independent Auditors and Internal Audit Function

The Committee shall have the sole authority to appoint, retain, compensate, evaluate, oversee and terminate the independent auditor, subject, if applicable, to shareholder ratification. The Committee shall be directly responsible for 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 Committee.

The Committee shall pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable NYSE and Commission rules. The Committee may delegate to a subcommittee of one or more members the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

In addition, the Committee shall:

- monitor the rotation of the partners of the independent auditor who are involved in the Company's audit as required by applicable law or regulation, and consider whether, in order to help ensure continuing auditor independence, there should be regular rotation of the audit firm itself;

- evaluate the qualifications, performance and independence of the independent auditor, including (a) considering whether the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence, (b) obtaining and reviewing, at least annually, a report from the independent auditor describing (1) the independent auditor's internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board ("PCAOB") review, of the firm, or by any inquiry or investigation by governmental or professional authorities

raised within the preceding five years respecting one or more independent audits carried out by the firm, (3) any steps taken to deal with any such issues, and (4) all relationships between the independent auditor and the Company, (c) obtaining from the independent auditor the written disclosures and letter required under applicable PCAOB rules, as may be modified or supplemented, and (d) discussing with the independent auditor the independent auditor's independence;

- establish policies for the Company's hiring of employees or former employees of the independent auditor that meet applicable legal and regulatory requirements; and

- meet with the independent auditor prior to the audit to discuss the planning of the audit, including scope and staffing.

The internal audit function shall report directly to the Committee. The Committee shall approve the appointment and replacement of, and annually review the performance of, the Company's Vice President of Finance (or person serving the equivalent function), with input from management on performance assessment and compensation of the Company's Vice President of Finance (or person serving the equivalent function); review and approve the annual audit plan, budget and staffing; and review the results of internal audits, recommendations prepared by the internal auditing department and management's responses thereto.

E. Other Committee Authority and Responsibilities

The Committee shall:

Financial Statements, Disclosure Matters and Controls & Procedures

1. Prior to the filing of the Annual Report on Form 10-K, meet to review and discuss with management and the independent auditor the Company's annual audited financial statements (including reviewing the Company's specific disclosures made in the Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")), the results of the independent auditor's annual audit and the report thereon, and any other matter required by applicable PCAOB standards, New York Stock Exchange listing standards, the Commission or the Exchange Act (including the rules promulgated thereunder); and recommend to the Board whether the audited financial statements should be included in the Form 10-K.

2. Prior to the filing of the Quarterly Report on Form 10-Q, meet to review and discuss with management and the independent auditor the Company's quarterly financial statements (including reviewing the Company's specific disclosures made in the MD&A), the results of the independent auditor's review of the quarterly financial statements, and any other matter required by applicable PCAOB standards, New York Stock Exchange listing standards, the Commission or the Exchange Act (including the rules promulgated thereunder).

3. Review and discuss with management and the independent auditor:

   (a) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

   (b) the effect of off-balance sheet structures on the Company's financial statements; and

(c) the effect of regulatory and accounting initiatives on the Company's financial statements.

4. Receive, review and discuss with the independent auditor:

(a) reports and other communication from the independent auditor on (1) all critical accounting policies and practices to be used by the Company, (2) any critical audit matters arising from the current period audit, (3) all alternative treatments of financial information within generally accepted accounting principles 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 (4) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences;

(b) the matters required to be discussed under applicable requirements of the PCAOB relating to the conduct of the audit, including any audit problems or difficulties encountered in the course of the audit work and management's response, any restriction on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management;

(c) on an annual basis, management's report on internal control over financial reporting and the independent auditor's attestation report with respect to the Company's internal control over financial reporting;

(d) confirmation from the independent auditor that Section 10A(b) of the Exchange Act, regarding the reporting of illegal acts, has not been implicated; and

(e) any other matters related to the conduct of the annual audit or the review of quarterly financial results required to be communicated to the Committee by the independent auditor under applicable law, regulations, auditing standards or other professional accounting standards.

5. Review and discuss with management:

(a) the process for the CEO and CFO quarterly certifications required by the Commission and the disclosures made by the CEO and/or the CFO to the Committee, if any, during the certification process regarding any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, or any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting;

(b) management's conclusions about the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, and about any significant changes to the Company's internal control over financial reporting;

(c) use of non-GAAP financial measures in public disclosures;

(d) on an annual basis, management's report on internal control over financial reporting and the attestation report of the independent auditor;

(e) management's conclusions that incurrence of a charge for impairment in excess of $25 million to one or more company assets, including, without limitation, an impairment of securities or goodwill, is required under GAAP; and determine whether to approve

recognition of such charge; and

(f) on an annual basis, the Company's decision to enter into swaps and other derivatives transactions that are exempt from exchange execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission, and periodically as appropriate review and approve the Company's policies governing the Company's use of swaps and other derivatives transactions subject to the end-user exception.

6. Discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentation to be made). The chairperson may represent the entire Committee for purposes of this review.

Compliance Oversight Responsibilities

7. 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 submission by Company employees of concerns regarding questionable accounting or auditing matters.

8. Review and, if appropriate, approve waivers of the Company's Standards of Conduct with respect to executive officers and directors.

9. Review with management:

(a) the policies and procedures designed to promote the Company's compliance with laws and regulations, the Company's compliance with laws and regulations and any other legal or regulatory matters that may have a material impact on the Company's financial statements;

(b) the Company's Standards of Conduct, the policies and procedures designed to promote and monitor compliance with the Standards of Conduct, and the results of such monitoring;

(c) any material reports or inquiries from regulators or government agencies; and

(d) the Company's risk assessment and risk management policies, including major financial, privacy, cybersecurity and business continuity risk exposures and the steps management has taken to monitor and mitigate such exposures.

Other Responsibilities

10. Prepare the audit committee report required by Item 407(d) of Regulation S-K to be included in the Company's annual proxy statement.

11. Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board.

F. Limitation of Audit Committee's Role with Respect to Financial Statements and

Disclosures 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, accurate, fairly presented, or in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and of the independent auditor.