

Mirencó, Inc.

Audit Committee Charter

1. Purpose

The Audit Committee is appointed by the Board of Directors of Mirencó, Inc. (the "Company") to assist the Board in fulfilling its responsibilities for oversight of:

- The integrity of the Company's financial statements; financial reporting process and systems of internal controls;
- The Company's compliance with legal and regulatory requirements;
- The independent auditors' qualifications, independence and performance; and
- Communication among the independent auditors, management and the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The Audit Committee has the ability to retain special legal, accounting, or other consultants or experts (collectively, "Advisors") it deems necessary in the performance of its duties. The Company shall provide funding, as determined by the Audit Committee in its capacity as a committee of the Board, for payment of (i) compensation to the independent auditors, (ii) compensation to any Advisors employed by the Audit Committee in carrying out its duties and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

2. Committee Authority and Responsibilities

While the Committee has the responsibilities, duties 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 are complete and accurate and are in accordance with generally accepted accounting

principles. Rather, those duties are the responsibility of management and the independent auditor.

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe, and shall have all powers necessary and proper to fulfill all such duties and responsibilities. Subject to applicable Board and stockholder approvals, the Committee shall:

Review Procedures

1. Evaluate the Audit Committee's performance annually and recommend any changes to the Board of Directors for approval.
2. Review and discuss with management and the independent auditors (a.) the audited financial statements (including quality of financial reporting decisions and judgments), (b.) the related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (c.) the "Critical Accounting Policies" disclosure to be contained in the annual report on Form 10-K and annual shareholders report to determine that the independent auditors are satisfied with the content and disclosure of the financial statements and related disclosure. Recommend to the Board that the Company's audited financial statements be included in the Form 10-K.
3. In consultation with the management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls and the Company's system to monitor and manage business risk and ethical and legal regulatory compliance programs, and elicit any recommendations for the improvement of such controls and systems or particular areas where new or more detailed controls or systems are desirable. Discuss policies with respect to risk assessment and risk management, including major financial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review significant findings prepared by the independent auditors together with management's responses.
4. Review and discuss with management and the independent auditors (a.) the interim financial statements (including quality

of financial reporting decisions and judgments), (b.) the related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (c.) the "Critical Accounting Policies" disclosure to be contained in the quarterly report on Form 10-Q. Discuss the results of the independent auditors' review of the Company's interim financial information. In addition, the Audit Committee shall discuss with the independent auditors other matters required to be communicated by the independent auditors in accordance with applicable generally accepted auditing standards prior to the inclusion of such information in the Company's Form 10-Q. The chair of the Audit Committee may represent the entire Committee for purposes of this review.

5. Review annually with financial management and the independent auditors, (i) any analyses or other written communications prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements; (ii) the Company's accounting policies in light of the Company's current operations and current GAAP and SEC rules and regulations, (iii) any major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles; and (iv) the effect of regulatory and accounting initiatives as well as off-balance sheet structures, on the financial statements of the Company.

Independent Auditors

6. Directly appoint, compensate, retain and oversee the work of the independent auditors to audit the financial statements of the Company and its divisions and subsidiaries. The independent auditors shall report directly to the Audit Committee, and the Audit Committee shall resolve any disagreements between management and the independent auditors.
7. Meet with the independent auditors and financial management of the Company to review the scope of the proposed audit for the current year and the audit procedures to be utilized. At the conclusion thereof review with the independent auditors such audit, including any comments or recommendations of the

independent auditors, any significant changes required in the independent auditors' audit plan or any significant difficulties or disputes encountered during the audit, including any restrictions on the scope of the auditor's activities or on access to required information, and management's response.

8. Discuss with the independent auditors any other matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.
9. Receive and review (i) the independent auditors formal written statement delineating all relationships between the independent auditors and the Company, consistent with Independence Standards Board Standard 1, Independence Discussions with Audit Committees, and (ii) any other certifications or documentation necessary to ensure that the independent auditors meet the independence standard required by law. Review all such documentation with the independent auditors, and if so determined by the Audit Committee, take or recommend that the full Board of Directors take appropriate action to oversee the independence of the auditors.
10. Receive and review timely reports from the independent auditors regarding: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditors and the management of the Company, such as any management letter or schedule of unadjusted differences.
11. Approve, in advance, any additional "Audit," "Audit-Related", "Tax" and "Other Services" (as such terms are defined by the SEC rules and regulations) to be provided by the independent auditors. Determine the amount of compensation to be paid to the independent auditors for such additional services. The Company shall provide for funding, as determined by the Audit Committee, for the payment of compensation to the independent auditors for any such services.

Develop Controls to Insure the Integrity of the Financial Statements and Quality of Disclosure

12. Review with management and the independent auditors significant risks and exposures, and the steps management has taken to minimize the risks or exposures.
13. Review with management the Company's systems of internal control.
14. On a quarterly basis, discuss the following with management and the independent auditors, if applicable:
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and any material weaknesses in internal controls; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
15. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and (iii) the receipt and treatment of any evidence of a violation of the securities laws or breach of fiduciary duty brought to the Audit Committee's attention by the Company's external securities counsel.

Other Audit Committee Responsibilities

16. Annually prepare the Audit Committee Report for inclusion in the Proxy Statement.
17. Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.
18. Establish policies for the Company's hiring of current or former employees of the independent auditors.

Nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts in the United States. Further, nothing contained in this Charter is intended to alter or impair the right of the Members to rely, in discharging their duties and responsibilities, on the records of the Company and on other information presented to the Committee, Board or Company by its officers or employees or by outside experts and advisers such as the Company's independent auditor.

3. **Committee Membership And Organization**

1. *Appointment and Term.* The Audit Committee shall be appointed annually by a majority vote of the Board of Directors. The Board of Directors, by majority vote, may remove any member of the Audit Committee.
2. *Composition and Qualifications.* The Audit Committee shall be composed of at least two directors each of whom must (i) be independent as defined under the guidelines of the American Stock Exchange, (ii) meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended ("Exchange Act"), (iii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years, and (iv) be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. At least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, or who otherwise qualifies as an "audit committee financial expert" under Item 401(h) of Regulation S-K promulgated under the Exchange Act. No member of the Audit Committee may accept any consulting, advisory, or other compensatory fee from the Company other than for board service, and no member of the Audit Committee may be an affiliated person of the Company as defined in the rules of the American Stock Exchange.
3. *Meetings.* The Audit Committee shall meet at least quarterly or more frequently as the Audit Committee requires. The Audit

Committee has the authority to ask members of management or others to attend the meetings and provide pertinent information as necessary.

4. *Reporting and Minutes.* The Audit Committee shall provide copies of minutes of meetings of the Audit Committee to the Board of Directors. All notices of meetings shall be provided to the Company's management in order for payment of any applicable meeting fees and expenses to be made. The Audit Committee shall report to the entire Board of Directors the discussions held with management. The Audit Committee shall report committee actions to the Board of Directors with such recommendations as the Audit Committee may deem appropriate.
5. *Review of Charter.* The Audit Committee shall review its charter on an annual basis and recommend any changes to the Board of Directors for approval. The Audit Committee shall publish this Charter whenever it is revised or at least every three years in accordance with SEC rules and regulations.