

FORTICELL BIOSCIENCE, INC.

Audit Committee Charter

This charter governs the operations of the Audit Committee (the committee) of the Board of Directors of Forticell Bioscience. The Committee shall review the charter annually and obtain the approval from the Board of Directors. The Committee is part of the Board and shall be comprised of three directors as determined by the Board, each of whom is independent of management and the company. One of the members shall be elected annually by the Board as Committee chair. The members of the Committee shall meet the independence and experience requirements of NASDAQ. All members will be financially literate and at least one member will have accounting and related financial management expertise.

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities with respect to Forticell Bioscience's financial statements, financial reporting process, system of internal and financial controls, and the annual independent audit of the financial statements. The Committee will establish with the independent auditors a direct avenue of communication with the Committee, and that their responsibility is to the Board and the Committee. The Committee will keep the Board informed of its activities. The Committee will have a right to investigate any matter that comes to its attention and have full access to books, records, and personnel. The Committee can retain at its own discretion outside counsel, and other experts.

Meetings

The Committee shall meet at least four times a year and as many additional times as the Committee feels is necessary. The agenda of the meeting shall be cleared by the Committee chair. The Committee may ask members of management or others to attend meetings, and provide any information as necessary. Members of the Committee will try to be present at all meetings.

Responsibilities

The major responsibility of the audit committee is to oversee Forticell's financial reporting process and then to report the results of that process to the Board. It is not the responsibility of the committee to plan or conduct audits or to determine that the financial statements are complete and accurate in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors.

The Committee shall provide an open avenue of communications between the independent auditor and the Board.

The Committee shall recommend to the Board the selection, retention or termination of the independent auditor.

The Committee shall review with the independent auditors their independence from management and the Company, and any required written communications pertaining to independence under professional standards.

The Committee shall review the scope of the independent auditor's annual audit, including major risk factors. The Committee shall review with management, accounting personnel and the independent auditors the adequacy of accounting and financial controls.

The Committee shall review the interim financial statements with management and independent auditors prior to the filing of the Form 10-QSB. The Committee shall discuss with independent auditors the results of quarterly review and any matters to be communicated to the Committee under professional auditing standards.

The Committee shall review with the management and the independent auditors the financial statements included in the Form 10-K. This shall include the results of the audit of the financial statements and independent auditors judgment on quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of disclosures. The Committee shall discuss with the independent auditors any other matters that are required to be communicated under professional auditing standards.