

Spark Networks, Inc.

Charter of the Audit Committee

Revised as of April 23, 2015

I. Purpose

The purpose of the Audit Committee (the “Committee”) is to be an informed, vigilant and effective overseer of the financial accounting and reporting processes of Spark Networks, Inc. (the “Company”). The Committee shall also monitor (i) the integrity of the financial statements of the Company, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the qualifications and independence of the independent registered public accountant (the “Independent Auditor”), (iv) the performance of the Company’s Independent Auditor, and (iv) the performance of the Company’s internal audit function and the design and implementation of the Company’s internal audit function. The Committee shall also 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.

The primary role of the Committee is to oversee and monitor the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; both management and the Company’s internal audit management for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company’s Independent Auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit, preparing financial statements, determining that the Company’s financial statements and disclosures are accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations, or performing other accounting procedures.

II. Membership and Structure

The Committee shall consist of at least three directors determined by the Board of Directors to meet the independence and financial literacy requirements, as such requirements are interpreted by the Board in its business judgment, of the NYSE-MKT (or such other exchange upon which the Company’s securities are listed) and applicable federal law, including Section 10A of the Securities Exchange Act of 1934 as amended by the Sarbanes-Oxley Act of 2002. Appointment to the Committee, including the designation of the Chair of the Committee and the designation of any Committee members as “audit committee financial experts,” shall be made on an annual basis by the full Board. The Board may fill vacancies on the Committee by a majority vote of the Board, but may remove Committee members only with the approval of a majority of the independent directors then serving on the full Board. Each member of the Committee shall have the ability to read and understand fundamental financial statements and a working familiarity with basic finance and accounting principles at the time he or she joins the Committee. At least one member of the Committee must be an “audit committee financial expert” as defined in Item

407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication

No member of the Committee may serve on the Audit Committee of more than three public companies, including the Company, unless (i) the Board determines such simultaneous service will not impair the ability of such members to serve effectively on the Committee and (ii) the Company discloses such determination in the Company's annual proxy statement.

III. Meetings, Reports, Resources and Evaluations

(a) Meetings and Reports. The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or telephone. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will also record summaries or reports of its recommendations to the Board in written form, which will be incorporated as part of the minutes of the Board meeting at which those recommendations are presented. The Committee shall meet with management and the Independent Auditor in separate executive sessions as appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or the Independent Auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

(b) Quorum. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

(b) Subcommittees. The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate, but no less than annually.

(c) Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. 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 appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company.

(d) Evaluations. The Committee shall evaluate the adequacy of its own performance and this charter on an annual basis and shall report to the Board annually the results of an annual review by the Committee of its own performance and shall recommend any proposed changes to the Board for approval.

IV. Committee Authority and Responsibilities

The Committee, at its discretion, has the authority to initiate special investigations, and, to hire special legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee may also perform such other

activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, NYSE-MKT rules, and governing law, as the Committee or the Board deems necessary or appropriate in its business judgment. When appropriate, the Committee may designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.

The Committee, to the extent it deems necessary or appropriate, shall:

Oversight of the Company's Relationship with the Independent Auditor

- Be directly responsible for the appointment, replacement, 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 performing other audit, review or attest services. The Committee shall have the sole authority to appoint or replace the Independent Auditor, and the Independent Auditor shall report directly to the Committee.
- Obtain and review annually a report by the Independent Auditor (i) describing the firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer review or Public Company Accounting Oversight Board review 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, (iv) any relationships or services that may impact the objectivity and independence of the auditor and (v) all relationships between the Independent Auditors and the Company, including considering whether the auditor's quality controls are adequate and the provision or permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management. The Committee shall present its conclusions with respect to the Independent Auditors to the Board. Establish policies for the hiring of employees and former employees of the Independent Auditor.
- Review and discuss the written statement from the Independent Auditor concerning all relationships between the auditor and the Company, consistent with Public Accounting Oversight Board Ethics and Independence Rule 3526, or any other relationships that may adversely affect the independence of the auditor, and, based on such review, assesses the independence of the auditor.
- Keep the Independent Auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties, in accordance with the Company's Code of Business Conduct and Ethics, that are significant to the Company; and to review and discuss with the Company's Independent Auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any

significant matters arising from the audit regarding the Company's relationships and transactions with related parties

- Review and discuss with the Independent Auditor: (a) its audit plans, and audit procedures, including the scope, fees and timing of the audit; (b) the results of the annual audit examination, unadjusted audit or review differences, and accompanying management letters; (c) the results of the Independent Auditor's procedures with respect to interim periods; and any other matter that generally is required to be communicated by the Independent Auditor to the Committee.
- Discuss with the Independent Auditors all critical accounting policies. Review with the Independent Auditor its judgments as to the quality, not just the acceptability, of the Company's accounting principles and such matters as are required to be discussed with the Committee under generally accepted auditing standards.
- Meet and discuss with the Independent Auditor (i) the issues on which they were consulted by the Company's finance and accounting team, (ii) any matters of audit quality and consistency, and (iii) any audit problems or difficulties and management's responses to such problems or difficulties.
- Review and discuss with the Company's Independent Auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "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 before the Form 10-K is filed.
- Review the use of auditors other than the Independent Auditor in cases such as management's request for second opinions.
- Confirm that the lead audit partner of the Independent Auditor and the audit partner responsible for reviewing the audit are rotated at least every five years as required by the Sarbanes-Oxley Act of 2002, and further consider rotation of the Independent Auditor itself.
- Review any reports of the Independent Auditor mandated by Section 10A of the Securities Exchange Act of 1934, as amended, and obtain from the Independent Auditor any information with respect to illegal acts in accordance with Section 10A.
- Terminate the Company's Independent Auditor, if necessary.

Financial Statement and Disclosure Matters

- Review and discuss with management and the Independent Auditor quarterly earnings press releases, including the interim financial information included therein and the use of "pro forma" or "adjusted" non-GAAP information, review

the year-end audited financial statements and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the matters required to be discussed pursuant to Statement on Auditing Standards No. 114, or as otherwise required by law or the rules of the SEC and the American Institute of Certified Public Accountants, and, if deemed appropriate, recommend to the Board of Directors that the audited financial statements be included in the Annual Report for the year.

- Discuss with management 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 presentations to be made.
- Review and discuss reports from the Independent Auditors on (a) all critical accounting policies and practices used by the Company, (b) alternative accounting treatments within GAAP related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the Independent Auditor, and (c) other material written communications between the Independent Auditor and management.
- Review disclosures made by the Company’s principal executive officer or officers and principal financial officer or officers regarding compliance with their certification obligations as required under the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including the Company’s disclosure controls and procedures and internal control over financial reporting and evaluations thereof.
- Discuss with management and the Independent Auditors any 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 over financial reporting and any special steps adopted or which need to be adopted in light of any material weaknesses.
- Review and discuss with management and the Independent Auditor various topics and events that may have significant financial impact on the Company or that are the subject of discussions between management and the Independent Auditors, such as the effect of regulatory and accounting initiatives as well as off-balance sheet structures.
- Review and retain prior-approval authority for related-party transactions (as defined in the relevant NYSE-MKT (or such other exchange upon which the Company’s securities are listed) requirements.
- The Chairman of the Committee is to be contacted directly by the Independent Auditor (1) to review items of a sensitive nature that can impact the accuracy of

financial reporting or (2) to discuss significant issues relative to the overall Board responsibility that have been communicated to management but, in their judgment, may warrant follow-up by the Audit Committee.

Oversight of the Company's Internal Controls

- Review and discuss with management and the internal auditor the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures, and review and discuss with management and the Company's Independent Auditors disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the Independent Auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.
- Review internal audit charter, organizational structure, audit plan, significant modification to the audit plan, budget, staffing, coordination with the public accountants and organizational reporting lines.
- Review and approve the annual internal audit plan and review findings from completed internal audits and management's response thereto and status reports on the internal audit plan.
- Confirm that there are no unjustified restrictions or limitations on the Company's internal auditor.
- Review the internal auditor's annual performance with recommendations from management.
- Approve the appointment and the replacement of the internal auditor.

Compliance Oversight Responsibilities

- Establish monitoring controls through the achievement of Sarbanes-Oxley 404 compliance.
- Review matters related to the corporate compliance activities of the Company.
- Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K).

- 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 employees of concerns regarding questionable accounting or auditing matters.
- 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.
- Discuss the risk of fraud with management, the internal auditor or the public accountants and the implementation of fraud controls.
- Discuss with management and the Independent Auditors any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the company's financial statements or accounting policies.
- Review and publish the report of the Committee required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
- Review and discuss reports from the Company's Treasurer on the Company's controls related to liquidity management.

Pre-Approval Policies

The Audit Committee shall pre-approve all auditing services and permitted non-audit services, including tax services, to be performed for the Company by its Independent Auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended, which are approved by the Committee prior to the completion of the services. The scope of the pre-approval shall include pre-approval of all fees and terms of engagement. The Committee may form and delegate authority to subcommittees 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 Committee at its next scheduled meeting.