

NANOPHASE TECHNOLOGIES CORPORATION
AUDIT AND FINANCE COMMITTEE CHARTER

(As amended through May 6, 2013)

Purpose

The primary purposes of the Audit and Finance Committee (the "Committee") are (1) to represent and assist the Board of Directors (the "Board") in fulfilling its responsibilities for oversight of the Company's accounting and financial reporting processes; the preparation, presentation and integrity of the financial reports and other financial information provided by the Company to any governmental or regulatory body, the public or other users thereof; the adequacy and efficacy of the Company's systems of internal accounting, auditing and financial controls; the Company's compliance with legal and regulatory requirements; the conduct, independence and qualifications of the Company's outside auditor; and the performance of the annual independent audit of the Company's financial statements; and (2) to provide to the Board such information and materials as the Committee deems necessary to make the Board aware of significant financial matters that require the attention of the Board.

Authority

The Committee shall have the authority and sufficient funding to discharge its duties and responsibilities, including the authority to engage special legal, accounting or other consultants (without seeking Board approval) to advise the Committee as it determines necessary. In discharging its oversight role, the Committee shall be empowered to conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein, and may retain, at the expense of the Company, independent counsel or other consultants necessary to assist the Committee in any such investigations or studies. The Committee shall have sole authority to negotiate and approve the fees and retention terms of such independent counsel or other consultants, and ordinary administrative expenses of the Committee that are deemed necessary or appropriate in carrying out its duties.

Composition of the Committee

The Committee shall consist of at least three members of the Board, with the exact number being determined by the Board. The members of the Committee shall be appointed and replaced from time to time by the Board. The Board shall elect or appoint a chair of the Committee, who will have authority to act on behalf of the Committee between meetings. The Committee may form and delegate authority to subcommittees when appropriate.

Each member of the Committee must meet the independence requirements of (i) paragraph (m) of Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission (the "SEC") promulgated thereunder, and (ii) such additional regulatory or listing requirements as the Board may determine to be applicable or appropriate. Further, each member of the Committee shall meet all other requirements for membership on the Committee set forth in the rules of any stock exchange or quotation service on which the Company's securities are listed or quoted, and be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

All members of the Committee shall, in the judgment of the Board, possess the ability to read and understand the Company's fundamental financial statements, and have a working familiarity with basic finance and accounting practices. In addition, at least one member of the Committee shall be, in the

judgment of the Board, an audit committee financial expert in accordance with the rules and regulations of the SEC, and at least one member (who may also serve as the audit committee financial expert) shall have, in the judgment of the Board, past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that 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. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

The composition of the Committee shall be examined periodically and, if necessary, the Committee shall be reconstituted by the Board.

Meetings

The Committee shall meet at least once each fiscal quarter and at such other times as it deems necessary to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it shall provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall represent a quorum, and if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The Committee will maintain written minutes of its meetings, which minutes shall be recorded and filed with the books and records of the Company.

The Committee shall periodically meet separately, in executive session, with management, the outside independent auditor (the "outside auditor") and the Company's internal audit personnel, and report (either as a committee or through the Committee chair) regularly to the Board with respect to its activities.

Duties and Responsibilities

The following shall be the common recurring activities and responsibilities of the Committee in carrying out its oversight functions. These activities and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes set forth in this Charter.

Audits and the Relationship with the Outside Auditor

- The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The outside auditor and any other registered public accounting firm engaged by the Company shall report directly to the Committee.

- In furtherance of the above, the Committee shall, on an annual basis, evaluate the outside auditor's qualifications, performance and independence. To assist in this undertaking, the Committee shall request information and consider (a) the outside auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, peer review or review or investigation by the Public Company Accounting Oversight Board, of the accounting firm or by any inquiry or investigations by governmental or professional authorities (within the preceding five years) respecting one or more independent audits carried out by the outside auditor, and any steps taken to deal with any such issues, and any other required reports from the outside auditor, and (c) all relationships the outside auditor has with the Company and relevant third parties in order to determine the impact, if any, of such relationships on the outside auditor's independence. In making its determination, the Committee shall consider not only auditing and other traditional accounting functions performed by the outside auditor, but also non-audit services performed or proposed to be performed.
- Annually, the Committee shall select the outside auditor, and subsequently inform the Board of Directors. Factors considered in making the selection include the auditor's independence, effectiveness and fees. In particular, the Committee shall consider whether the outside auditor's quality controls are adequate and whether the provision of non-audit services by the outside auditor is compatible with maintaining the outside auditor's independence.
- The Committee shall ensure the regular rotation of the lead audit partner and audit review partner as required by law.
- The Committee shall adopt and implement procedures for the review and pre-approval of audit and permissible non-audit services, and review and approve the fees and terms for all such services. Specifically, the Committee shall approve in advance, in accordance with guidelines established by the Committee, all auditing services and permissible non-audit services, including tax services, to be performed by the registered public accounting firm outside of its regular audit engagement.
- The Committee may delegate to one or more of its members the authority to pre-approve audit and permissible non-audit services between regularly scheduled meetings, provided that such pre-approvals are reported to the full Committee at its next meeting.
- The Committee shall, at least annually and more frequently as circumstances dictate: (a) obtain and review from the outside auditor a formal written statement regarding all relationships and services with the Company that may impact independence, as defined by applicable standards and SEC requirements; (b) actively engage in a dialogue with the outside auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the outside auditor; (c) present this statement to the Board; (d) to the extent there are relationships, monitor and investigate them; and (e) be responsible for taking, or recommending that the Board take, appropriate action to oversee the independence of the outside auditor.
- The Committee shall review with the outside auditor any problems or difficulties encountered during the course of its audit work, any management letter provided by the auditor and the Company's response to such letter, and any disputes between management and the outside auditor. The Committee shall also obtain and review timely reports from the outside auditor with respect to material written communications between management and the auditor and related matters.

- The Committee shall meet with the outside auditor to review the planning of the audit, including the scope, staffing, locations, reliance on management and general audit approach.
- The Committee shall periodically consult with the outside auditor out of the presence of management about internal controls and the fullness and accuracy of the Company's financial statements.

Internal Audit

The Committee shall:

- Review and approve the selection of the Company's internal audit personnel.
- Review the activities, organizational structure and qualifications of the internal audit function.
- Periodically review with the Company's internal audit personnel any issues encountered in the course of the internal audit function's work.
- Review and approve any annual internal audit project plan and any proposed changes and review periodic reports summarizing results of any internal audit projects.

Financial Statements and Disclosure

- The Committee shall review and discuss with financial management and the outside auditor the audited financial statements 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 the Form 10-K) and the report thereon, and including any disclosures with respect thereto in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," and review and consider with the outside auditor the matters required to be discussed by Statement of Auditing Standards No. 61, as amended. Such review shall take place prior to the publication of the annual audited financial statements, and the Committee shall make its recommendation to the Board with respect to their inclusion in the Company's Annual Report on Form 10-K or Annual Report to Stockholders, as appropriate. Similarly, the Committee shall review and discuss any other financial information submitted to any governmental body, or the public, including any certification, report, opinion or review rendered by the Company's registered public accounting firm.
- As a whole, or between meetings through the Committee chair, the Committee shall review with financial management and the outside auditor the Company's interim financial results to be included in the Company's quarterly reports to be filed with the SEC, and including any disclosures with respect thereto in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the matters required to be discussed pursuant to the professional standards and procedures for conducting such reviews. Such review will occur prior to the Company's publication of the interim financial results.
- The Committee, as a whole or between meetings through the Committee chair, shall review with management and the outside auditor the Company's earnings press releases and other disclosures containing financial information (including the use and presentation of "pro forma" or "adjusted" non-GAAP information) prior to their release to the public, and

periodically review and discuss the financial information and earnings guidance, if any, provided to analysts by the Company.

- The Committee shall review and provide oversight of the external audit by (1) reviewing the outside auditor's proposed audit scope and approach; (2) discussing with the Company's outside auditor the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies, disagreements with management and any other required communications described in applicable accounting standards; (3) reviewing with the outside auditor the Company's critical accounting policies and practices, alternative treatments of financial information within generally accepted accounting principles that have been discussed with management and the treatment recommended by the outside auditor, and other material written communications between the outside auditor and management; and (4) reviewing reports submitted to the Committee by the outside auditor in accordance with applicable SEC requirements.
- The Committee shall conduct a post-audit review of the financial statements and audit findings, including any suggestions for improvements provided to management by internal audit or the outside auditor, and management's response to such suggestions.
- The Committee shall develop and review the Company's disclosure controls and procedures, and management's assessment thereof.
- As necessary, the Committee shall review with the outside auditor and management:
 - a. the clarity of the financial disclosures made by the Company;
 - b. potential changes in GAAP and other regulatory and accounting initiatives, and their effect on the Company's financial statements; and
 - c. the effect of off-balance sheet structures and aggregate contractual obligations on the Company's financial statements.

Internal Controls

- The Committee shall review and discuss with management, the internal audit personnel and the outside auditor the design, implementation, maintenance and quality of the Company's accounting, financial and other internal controls and procedures, including their assessment of the adequacy of such controls.
- The Committee shall obtain from management, the internal audit personnel and the outside auditor and review before release the disclosures made in connection with the certification process regarding the effectiveness of the Company's internal control structure and procedures for financial reporting, including all significant deficiencies and material weaknesses in the design and operation of internal control over financial reporting, any fraud (whether or not material) that involves management or other employees having a significant role in internal control over financial reporting, all changes to internal control over financial reporting, including corrective actions, since the last report, and, to the extent applicable, the attestation reports by the outside auditor relating to such disclosure.

Compliance Oversight and Other Responsibilities

- The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and the confidential (to the extent consistent with conducting the investigation and taking any appropriate remedial action, in accordance with applicable law) and anonymous submission by employees of the Company of concerns regarding allegedly questionable accounting or auditing matters.
- The Committee shall review and assess with the Company's counsel any legal matters that could have a material impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and the Company's Code of Business Conduct and Ethics, and any material reports or inquiries received from, or correspondence with, regulators or governmental agencies.
- The Committee shall discuss with the outside auditor the annual review of the executive officers' and directors' expense accounts and perquisites.
- The Committee shall obtain and review from the outside auditor the reports required to be furnished under Section 10A of the Exchange Act and any information with respect to illegal or improper acts in accordance therewith.
- The Committee shall review and approve in advance any proposed related person transactions and shall review certain other potential conflicts of interest as set forth in the Company's Code of Business Conduct and Ethics.
- The Committee shall review and discuss guidelines and policies by which the Company undertakes risk assessment and risk management, and discuss with management the Company's major financial risk exposures and the steps taken or to be taken to monitor and control such exposures.

Reports and Communications

The Committee shall prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

The Committee is expected to maintain free and open communications with the Company's outside auditor, internal audit personnel, and management.

Evaluation

The Committee shall review the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board. The Committee shall also engage in an annual self-assessment with the goal of continuing improvement.

Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

Clarification of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, the Committee's role is one of oversight. The members of the Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the outside auditor. The Committee relies on the expertise and knowledge of management, the internal audit personnel and the outside auditor in carrying out its oversight responsibilities. The Committee is not responsible for either the preparation of the financial statements or the auditing of the financial statements. The management of the Company is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles and for establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The outside auditor is responsible for auditing the Company's annual consolidated financial statements and, if required under applicable rules, attesting to the effectiveness of the Company's internal control over financial reporting and reviewing the Company's quarterly financial statements. The Committee recognizes that members of the Company's financial management team, as well as the outside auditor, have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, it is not the responsibility of the Committee to prepare or certify the Company's financial statements or guarantee the audits or reports of the outside auditor, nor is it the duty of the Committee to certify that the outside auditor is "independent" under applicable rules. These are the fundamental responsibilities of management and the outside auditor.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any stockholder of the Company who requests it.