

Quepasa Corporation

Audit Committee Charter

1. Statement of Purpose and Policy

There shall be a committee of the board of directors of Quepasa Corporation (the “Company”) to be known as the Audit Committee (the “Committee”). The Committee is appointed by the Company’s board of directors (the “Board”) to assist the Board in:

- monitoring the integrity of the financial statements of the Company,
- monitoring the independent registered public accounting firm’s (the “Auditors”) qualifications and independence,
- monitoring the performance of the Company’s internal audit function, if applicable, and the Auditors, and
- monitoring the compliance by the Company with legal and regulatory requirements.

By adopting this Charter the Board delegates to the Committee full and exclusive authority to perform each of the responsibilities of the Committee as described below and to appoint a Chair of the Committee, unless a Chair is appointed by the Board.

The Committee shall fulfill its oversight responsibility to the shareholders relating to the annual independent audit of the Company’s financial statements, and, when the rules of the Securities and Exchange Commission (“SEC”) or any statute require it, the internal controls audit, any special audits, and the quality and integrity of the financial statements of the Company. In addition, the Committee shall provide assistance with regard to the systems of internal accounting and financial controls, disclosure controls, and the legal compliance and ethics programs as established by management and the Board. In so doing, it is the responsibility of the Committee to maintain free and open means of communication between the directors, the Auditors, and the financial management of the Company. The Committee, as representatives of the shareholders, is charged with the sole authority and responsibility to select, evaluate, and where appropriate, replace the Company’s Auditors.

2. Organization

(a) The Committee shall have at least three members and each member shall be an “Independent Director” (as defined in the applicable rules of the principal exchange on which the Company’s common stock is listed (the “Principal Exchange”) as well as applicable federal securities law), that:

- (i) has not participated in the preparation of the financial statements of the Company at any time during the current year or any of the past three completed fiscal years;
- (ii) is not affiliated with the Company;
- (iii) is able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement; and
- (iv) at least one of whom is an Audit Committee Financial Expert (as defined under the Principal Exchange's Rules and the federal securities laws).

The failure to have at least three members or an Audit Committee Financial Expert shall not affect the validity of any actions taken by the Committee.

(b) Each member of the Committee shall meet the independence, experience and financial literacy requirements of the Principal Exchange and other applicable laws and regulations. At least one member of the Committee must satisfy the applicable Principal Exchange financial sophistication requirements in effect from time to time, including having past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the member's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

3. Responsibilities

In carrying out its responsibilities hereunder, the Committee's policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the corporate accounting and reporting practices of the Company are in accordance with all current requirements and are of the highest quality. The Committee shall review and reassess the adequacy of this Charter on an annual basis.

In carrying out these responsibilities, the Committee shall:

- Ascertain that the lead (or concurring) audit partner from any Auditors performing audit services, serves in that capacity for no more than five fiscal years of the Company. In addition, ascertain that any partner other than the lead or concurring partner serves no more than seven years at the partner level on the Company's audit;
- As a committee of the Board, appoint, determine the compensation of, and oversee the work of the Auditors of the Company;
- Approve, in advance, the provision by the Auditors of any and all permissible non-audit services, and require the provision of any such non-audit services be disclosed in periodic reports filed by the Company with the SEC subject to the

de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934;

- Meet with the 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, and at the conclusion thereof review such audit, including any comments or recommendations of the Auditors;
- Review with the Auditors and the Company's financial and accounting management, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper;
- Review the management's assessment of internal controls contained in the Form 10-K, which assessment is required by Section 404 of the Sarbanes-Oxley Act of 2002 and rules of the SEC;
- Review with management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the Auditors;
- Inquire of management and the Auditors about significant risks or exposures facing the Company; assess the steps management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps;
- Establish procedures for the receipt, retention, and treatment of complaints regarding accounting, internal controls, and Committee matters. These procedures shall provide for the confidential and anonymous submission of complaints;
- Require the Auditors to report to the Committee the critical accounting policies and practices to be used, all alternative treatments of financial information within Generally Accepted Accounting Principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, the treatment preferred by the independent auditor, any accounting disagreements between the Auditors and management, and all other material written communications between the Auditors and management, such as any management letter or schedule of unadjusted differences;

- Review the financial statements to be included in the Annual Report on Form 10-K, and the disclosures made in management's discussion and analysis, with management and the Auditors to determine that the Auditors are satisfied with the disclosure and content of the financial statements, and to recommend to the Board whether the audited financial statements should be included in the Annual Report. Any changes in accounting procedures should be explained in the Annual Report;
- Review the interim financial statements, management's discussion and analysis, and earnings releases with management and the Auditors prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the Auditors under generally accepted auditing standards. The Chair of the Committee may represent the entire Committee for the purposes of this review;
- Provide sufficient opportunity for the Auditors to meet with the members of the Committee without members of management present. Among the items to be discussed in these meetings are the Auditor's evaluation of the Company's financial and accounting personnel, the adequacy of the Company's internal controls, and the cooperation that the Auditors received during the course of the audit;
- Resolve all disagreements between the Company's management and the Auditors regarding financial reporting;
- Ensure receipt from the Auditors of a formal written statement delineating all relationships between the Auditors and the Company (consistent with Independence Standards Board Standard 1);
- Engage in a dialogue with the Auditors with respect to any disclosed relationships or services that may impact the objectivity of the Auditors;
- Inquire about the Auditors' past and continuing compliance with auditor independence rules and about their program for enhancing safeguards to ensure that conflicts do not arise in the future;
- Take or recommend that the full Board take appropriate action to oversee the independence of the Auditors;
- Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each committee meeting with, the Board;
- Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate;

- Review and discuss with management all Section 302 and 906 certifications that are required;
- Recommend to the Board policies for the Company's hiring of employees or former employees of the Auditors who were engaged on the Company's account (recognizing that the Sarbanes-Oxley Act of 2002 does not permit any person in a financial reporting oversight role to have participated in the Company's audit as an employee of the Auditors during the one-year period preceding the audit and professional engagement period);
- Review any reports of the Auditors mandated by Section 10A of the Securities Exchange Act of 1934 and obtain from the Auditors any information with respect to illegal acts in accordance with Section 10A;
- Discuss with management any second opinions sought from an accounting firm other than the Company's Auditors, including the substance and reasons for seeking any such opinion;
- Review the appointment, reassignment or dismissal of the Chief Financial Officer and the Chief Accounting Officer;
- On at least an annual basis, review with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, inquiries received from regulators or governmental agencies;
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate; and
- Annually review and reassess the adequacy of this Charter and recommend any changes to the full Board.

4. Meetings

The Committee shall meet at least on a quarterly basis to discuss with management the annual audited financial statements and quarterly financial statements and shall meet from time to time to discuss corporate governance matters.

5. Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the exclusive authority to engage outside auditors for regular and special audits, reviews and other procedures, and to retain independent legal counsel and other advisors, as it determines necessary to carry out its duties. In furtherance of this responsibility,

the Company shall provide the funding as required by Section 301 of the Sarbanes-Oxley Act of 2002 and Section 10A(m)(6) of the Securities Exchange Act of 1934.

6. Limitation of the Committee's Role

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 and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditors.

7. Effective Date

This Charter shall become effective immediately upon its approval and adoption by the Board. This Charter shall be reviewed on an annual basis to assess its adequacy. This Charter replaces the Charter, if any, previously adopted.