

**BOLT TECHNOLOGY CORPORATION
THIRD AMENDED AND RESTATED
AUDIT COMMITTEE CHARTER**

The Audit Committee (the “Committee”) of Bolt Technology Corporation (the “Company”) shall consist of at least three members who at all times shall be members of the Board of Directors, all of whom, individually and as a group meet all applicable independence and experience qualifications as required by law, including without limitation, the Securities Exchange Act of 1934, as amended, and any regulations promulgated thereunder, as well as the requirements of the NASDAQ Stock Market LLC or such other principal securities exchange or market on which the Company’s common stock may be listed or approved for trading from time to time. The members of the Committee shall be designated by resolution of the Board of Directors, each such member to serve until he is no longer a director or until removed and a successor is elected by the Board of Directors, whichever shall first occur.

The Committee is empowered and directed to:

GENERAL

1. Provide an open avenue of communication between the independent auditor and the Board of Directors.
2. Meet as frequently as circumstances require, and as required by law or the requirements of the NASDAQ Stock Market LLC or such other principal securities exchange or market on which the Company’s common stock may be listed or approved for trading from time to time. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.
3. Confirm and assure the independence of the independent auditor as required by law, as well as the requirements of the NASDAQ Stock Market LLC or such other principal securities exchange or market on which the Company’s common stock may be listed or approved for trading from time to time, which shall include taking the following actions:
 - (a) Receive from the independent auditor a formal written statement delineating all relationships between the auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the audit committee concerning independence.
 - (b) Have discussions with the auditor with respect to any disclosed relationship or services that may impact the objectivity and independence of the auditor.
 - (c) Take, or recommend to the Board of Directors that it take, appropriate action to oversee the independence of the outside auditors.
4. Review with the independent auditor the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
5. Inquire of management and the independent auditor about significant risks or exposures and assess the steps management has taken to minimize such risk to the Company.
6. Consider and review with the independent auditor:
 - (a) The adequacy of the Company’s and related entities’ internal controls including computerized information system controls and security.

- (b) Related findings and recommendations of the independent auditor together with any actions taken by management.
7. Consider and review with management and the independent auditor:
 - (a) Significant findings during the year, including the status of previous audit recommendations.
 - (b) Any difficulties encountered in the course of audit work including any restrictions on the scope of activities or access to required information.
8. Meet periodically with the independent auditor and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.
9. Report periodically to the Board of Directors on significant results of the foregoing activities.
10. Instruct the independent auditor of its ultimate accountability to the Board of Directors and to the Committee as the stockholders' representative, and exercise the Committee's authority and responsibility to select, evaluate, and where appropriate, replace the outside auditor.
11. Oversee the accounting and financial reporting processes of the Company and oversee, as appropriate or otherwise required, any outside accounting firms that the Company may retain, and cause all such outside accounting firms to report directly to the Committee with respect to its audit and auditing services, and other services as appropriate.
12. Engage independent counsel and other advisors as it determines necessary to carry out its duties.
13. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to 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 and to any independent counsel and other advisers employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
14. Perform such other duties required to be performed by the Committee pursuant to law, as well as the requirements of the NASDAQ Stock Market LLC or such other principal securities exchange or market on which the Company's common stock may be listed or approved for trading from time to time.
15. Perform other duties as the Board of Directors may from time to time assign to it.

CONTINUOUS ACTIVITIES

1. Advise financial management and the independent auditor that they are expected to provide a timely analysis of significant current financial reporting issues and practices.
2. Provide that financial management and the independent auditor discuss with the audit committee their qualitative judgments about the appropriateness, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by the Company and, particularly, about the degree of aggressiveness or conservatism of its accounting principles and underlying estimates.
3. Inquire as to the auditor's independent qualitative judgments about the appropriateness, not just the acceptability, of the accounting principles and the clarity of the financial disclosure practices used or proposed to be adopted by the Company.

4. Inquire as to the auditor's views about whether management choices of accounting principles are conservative, moderate, or aggressive from the perspective of income, asset, and liability recognition, and whether those principles are common practices or are minority practices.
5. Determine, in regard to new transactions or events, the auditor's reasoning for the appropriateness of the accounting principles and disclosure practices adopted by management.
6. Assure that the auditor's reasoning is described in determining the appropriateness of changes in accounting principles and disclosure practices.
7. Inquire as to the auditor's views about how the Company's choices of accounting principles and disclosure practices may affect public views and attitudes about the Company.

SCHEDULED ACTIVITIES

1. Appoint the independent auditor, approve in advance all auditing services and non-audit services (other than as permitted by law) provided to the Company by the independent auditor, approve the compensation of the independent auditor, and review and approve the discharge of the independent auditor.
2. Consider, in consultation with the independent auditor, the audit scope and plan of the independent auditor.
3. Review with management and the independent auditor, the results of annual audits and related comments including:
 - (a) The independent auditor's audit of the Company's annual financial statements, accompanying footnotes and its report thereon.
 - (b) Any significant changes required in the independent auditor's audit plans.
 - (c) Any difficulties or disputes with management encountered during the course of the audit.
 - (d) Other matters related to the conduct of the audit which are to be communicated to the Audit Committee under Generally Accepted Auditing Standards.
4. Review and reassess the adequacy of the Committee's Charter annually, and recommend any proposed changes to the Board of Directors for its approval.

OTHER OVERSIGHT ACTIVITIES

1. Review and approve requests for any management consulting engagement to be performed by the Company's independent auditor and be advised of any other study undertaken at the request of management that is beyond the scope of the audit engagement letter.
2. Review with Company counsel or other legal counsel legal and regulatory matters that may have a material impact on the Company's and related entities financial statements, compliance policies and programs.
3. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel and other professionals to assist it in the conduct of any investigation.

4. Establish and maintain 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 the Company of concerns regarding questionable accounting or auditing matters.