

ANTARES PHARMA, INC.

SIXTH AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

**Adopted by the Audit Committee of the Board of Directors
on December 2, 2015**

I. Audit Committee Purpose

The Audit Committee is appointed by the Board of Directors to assist the Board of Directors in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- maintain compliance with the Audit Committee requirements of Rule 10A-3 under the Securities Exchange Act of 1934;
- oversee the integrity of the Company's accounting and financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance;
- oversee the independence and performance of the Company's independent auditors and audits of the financial statements of the Company; and
- oversee compliance with legal and regulatory requirements;
- oversee and review of all related-party transactions (as defined by the SEC);

II. Outside Advisors and Funding

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors, as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Audit Committee has the authority to determine what is appropriate funding for payment of (A) 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; (B) compensation to any advisors employed by the Audit Committee; and (C) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties. The Company shall provide funding for such payments as the Audit Committee determines is appropriate.

III. Audit Committee Composition and Meetings

A. Audit Committee members shall be appointed by and any vacancies filled by the Board of Directors in accordance with the Bylaws of the Company. The Board of Directors shall elect a Chair of the Audit Committee.

B. The Audit Committee shall be composed of three or more directors, each of whom, as determined by the Board of Directors, shall satisfy all applicable independence, experience and financial expertise requirements of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder and of any applicable exchange or inter-dealer quotation system on which the Company's stock is then listed including, without limitation, that: (i) directors' fees are the only compensation that an Audit Committee member may receive from the Company, (ii) all Audit Committee members must be able to read and understand fundamental financial statements at the time of their appointment and have a working familiarity with basic finance and accounting practices (iii) at least one member of the Audit Committee shall have accounting and or related financial management expertise and must be an "audit committee financial expert," as that term is defined in Item 407 of Regulation S-K. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

C. The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Audit Committee should meet privately in separate executive session at least annually with management, the independent auditors, and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed. The Audit Committee shall maintain minutes of its meetings and shall make regular reports to the Board of Directors.

D. The Audit Committee may delegate authority to one or more members of the Audit Committee where appropriate, but no such delegation shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Audit Committee as a whole.

IV. Audit Committee Responsibilities and Duties

A. Review Procedures

1. Review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board of Directors for approval. The Audit Committee shall submit the charter to the Board of Directors for approval and have the document published at least every three years in accordance with SEC regulations.

2. Review the Company's annual audited financial statements, quarterly financial statements, the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any other financial disclosures to be included in SEC filings prior to filing or distribution. This review should include review of the Company's disclosures in the annual or quarterly report, significant issues and judgments regarding accounting and auditing principles and practices (including any changes to the Company's accounting principles) and a review of any transactions as to which management received a report from the independent auditors regarding the accounting principles to be applied to such transactions. Following this review, the Audit Committee shall recommend to the Board

of Directors whether the financial statements should be included in the Annual Report on Form 10-K. The Audit Committee shall also annually prepare a report to shareholders as required by the rules of the SEC to be included in the Company's annual proxy statement, if necessary.

3. The Audit Committee shall oversee the Company's disclosure controls and procedures, including applicable internal control over financial reporting, and, where applicable, shall oversee the changes in internal control over financial reporting intended to address any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting and any fraud involving management or other employees that is reported to the Audit Committee. In addition, the Audit Committee shall review and discuss the annual report of management on the effectiveness of the Company's internal control over financial reporting and receive and review the reports of the Chief Executive Officer and Chief Financial Officer required by Rule 13a-14 under the Exchange Act.

4. The Audit Committee shall discuss periodically with management the Company's policies, guidelines and monitoring systems regarding risk assessment and risk management, as well as the Company's major financial risk exposures and the steps that management has taken to monitor and control such exposures.

5. The Audit Committee shall meet periodically with the Compliance Officer under the Company's Code of Business Conduct and Ethics, the independent auditors and outside counsel to review the Company's policies and procedures regarding disclosures that may impact the financial statements and compliance with applicable laws and regulations and the Company's Code of Business Conduct and Ethics, including, without limitation, the Company's complaint procedures relating to accounting, internal accounting controls or auditing matters.

6. Discuss with management the Company's earnings press releases and corporate policies with respect to earnings releases and financial information and earnings guidance provided to analysts and rating agencies.

7. Review stock exchange or inter-dealer quotation system correspondence, proxy statement disclosures and other filings relating to the Audit Committee or its activities.

B. Independent Auditors

1. The Audit Committee must be directly responsible for the appointment, compensation, retention, termination and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Audit Committee.

2. The Audit Committee shall pre-approve all audit engagement fees and terms and pre-approve any other significant compensation to be paid to the

independent auditors. The Audit Committee shall review annually with the Company's independent auditors and management the scope and general extent of the proposed audit, and the audit procedures to be utilized. The Audit Committee shall also approve the retention of the independent auditors for any non-audit service and the fee for such service. Pre-approval of lawfully permitted non-audit services may be pursuant to appropriate policies and procedures established by the Audit Committee for the pre-approval of such non-audit services.

3. Obtain and review at least annually and discuss with the independent auditors the auditors' report regarding its independence. This review includes ensuring that any relevant matters relating to the independent auditors' objectivity and independence are discussed, and, if required, making recommendations to the Board of Directors regarding appropriate action to address the Company's independent auditors' independence. The Audit Committee shall also review and oversee the experience and qualifications of the senior members of the independent auditors' team and the quality control procedures of the independent auditors.

4. Obtain and review at least annually a report by the independent auditors describing (i) the independent auditors' internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, the Public Company Account Oversight Board, or by any inquiry or investigation by governmental or professional authorities or a private sector regulatory board, within the preceding five years, with respect to one or more independent audits performed by the firm, and any steps taken to deal with any such issues.

5. Establish policies for hiring employees and former employees of the independent auditors.

6. The Audit Committee shall review periodically any reports prepared by the independent auditors and provided to the Audit Committee relating to significant financial reporting issues and judgments including, among other things, the Company's selection, application, and disclosure of critical accounting policies and practices, all alternative treatments of financial information within generally accepted accounting principles, assumptions, estimates, or methods that have been discussed with management, including the ramifications of such treatments and the treatment preferred by the independent auditors, and any other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

7. Review with the independent auditors the results of the annual audit examination and any issues the auditor may have encountered in the course of its audit work and management's response. This review should include, among other things, any management letter, any restrictions on the scope of activities or access to required information, and changes required in the planned scope of the audit.

8. Review any and all reports to management by the Company's independent auditors, including management's responses thereto, if any, including reports mandated by Section 10A of the Securities Exchange Act of 1934, and obtain

from the Company's independent auditors any information with respect to illegal acts in accordance with Section 10A.

9. At least annually, ensure the receipt from the outside auditors a formal written statement delineating all relationships between the auditors and the company, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence, and ensure the Audit Committee's responsibility for actively engaging in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and ensure that the full board take, appropriate action to oversee the independence of the outside auditors.

C. Other Audit Committee Responsibilities

1. The Audit Committee shall review, oversee, and establish procedures for the approval of, all "related-person transactions" as this term is defined under Item 404 of Regulation S- K. In addition, the Audit Committee shall keep the Company's independent auditors informed of the Audit Committee's understanding of the Company's relationships and transactions with related parties 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.

2. In accordance with the Company's Code of Business Conduct and Ethics, 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.

3. Review with the Company's counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

4. Review candidates for the positions of chief financial officer and controller of the Company.

5. Review the Audit Committee's own performance annually and perform any other activities consistent with this Charter, the Company's bylaws, and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.

Although the Audit Committee has the powers and responsibilities set forth in this charter, the role of the Audit Committee is oversight. The members of the Audit Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the

Audit Committee to conduct audits, to independently verify management's representations, or to determine that the Company's financial statements are complete and accurate, prepared in accordance with generally accepted accounting principles ("GAAP"), or fairly present the financial condition, results of operations, and cash flows of the Company in accordance with GAAP. These are the responsibilities of management and the independent auditors. The Audit Committee's considerations and discussions with management and the independent auditors do not assure that the Company's financial statements are presented in accordance with GAAP, that the audit of the Company's financial statements has been carried out in accordance with GAAP, or that the Company's independent auditors are in fact "independent."