LIFEVANTAGE CORPORATION

AUDIT COMMITTEE CHARTER

Amended and Restated on November 5, 2026

CHARTER

This charter governs the operations of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of LifeVantage Corporation (the "Company"). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at www.lifevantage.com.

PURPOSE OF THE COMMITTEE

The Committee is established by the Board to (1) assist Board oversight of (a) the integrity of the Company's financial statements, (b) the Company's compliance with legal and regulatory requirements, (c) the Company's independent registered public accounting firm's (the "independent auditor") qualifications and independence, (d) the performance of the Company's internal audit function and independent auditors; (2) oversee the Company's risk assessment and risk management programs for identified financial and operational risk exposures and risks related to the Company's information systems; (3) oversee the Company's financial processes, controls and reporting and prepare an audit committee report as required by the United States Securities and Exchange Commission ("SEC") to be included in the Company's public filings; and (4) perform the duties and have the responsibilities and powers set forth herein.

The Company's independent auditor is accountable to the Committee and the Board, as representatives of the Company's stockholders. The Committee has the sole power and authority to select, (and, if the Board elects to do so acting in its discretion, nominate for stockholder approval or ratification), evaluate and, where appropriate, replace the independent auditor.

MEMBERSHIP OF COMMITTEE

- The Committee shall have at least three members of the Board at all times.
- Each member of the Committee shall be (1) "independent" as that term is defined in Section 10A-3(b)(1) of the Securities and Exchange Act of 1034 (the "Exchange Act"), and the applicable rules and regulations ("Regulations") of the SEC, except as may otherwise be permitted by or otherwise satisfy the requirements of Rule 10A-3(b)(1) of the Exchange Act and (2) an "independent director" as that term is defined in the rules and regulations of The Nasdaq Stock Market LLC ("Nasdaq") from time to time, except as may otherwise be permitted by or otherwise satisfy the requirements of such rules, each as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of Nasdaq and the SEC.[1]

[1] See Appendix 1 for a definition of independence under the Regulations and Nasdaq.

- No member of the Committee shall:
    - have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the three years prior to such member's appointment to the Committee;
    - have accepted any consulting, advisory, or other compensatory fee, directly or indirectly, from the Company, other than in his or her capacity as a member of the Committee, the Board, or any other committee of the Board; or
    - be an affiliate of the Company or any subsidiary of the Company, other than a director who meets the independence requirements of the SEC and Nasdaq.
- At least one member of the Committee shall be an "audit committee financial expert," as that term is defined in the Regulations.[2] All members of the Committee shall be financially literate, shall have a practical knowledge of finance and accounting and be able to read and understand fundamental financial statements from the time of their respective appointments to the Committee. In addition, members may be required to participate in continuing education to the extent mandated by applicable law, the Company's Corporate Governance Guidelines or Nasdaq.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee or the Nominating and Corporate Governance Committee of the Board in such number as the Board shall determine from time to time, and the Committee shall at all times consist of at least three members of the Board; provided, however, that when and as appropriate after the Company becomes subject to the listing requirements of an exchange or quotation system or the rules of applicable securities regulatory authorities, the Committee shall have the required minimum number of directors and such directors shall meet the requirements as determined by the applicable exchange, quotation system or regulatory authority, in addition to the requirements set out in this charter, subject to any phase-in compliance periods available to the Company that are afforded by the rules and regulations of such exchange, quotation system or regulatory authority. Each Committee member will serve on the Committee during his or her respective term as a Board member, subject to earlier removal by a majority vote of the Board.

The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee, and shall have the authority to cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to the Company's independent auditor and any legal counsel or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may appoint a chair of the committee, unless a chair is designated by the Board. The chair shall set the agenda for meetings of the Committee and conduct the proceedings of meetings of the

[2] See Appendix 1 for a definition of audit committee financial expert and financially literate.

Committee. The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

MEETINGS AND PROCEDURES

Meetings of the Committee may be held at such time and such place as the Committee determines from time to time; provided that the Committee shall meet at least quarterly and as frequently as circumstances require in the discharge of its responsibilities hereunder. The Committee shall meet at least annually, and more often as warranted, with the Company's chief financial officer, the senior internal auditing executive and the independent auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. The Committee shall keep regular minutes of its meetings.

The Committee may act by unanimous written consent (which includes electronic consent) in lieu of a meeting in accordance with the Company's bylaws, which shall constitute a valid action of the Committee if it has been executed by each member of the Committee and shows the date of execution. Any written consent shall be effective on the date of the last signature and shall be filed with the minutes of the meetings of the Board.

Consistent with this charter, the Committee shall report regularly to the board with respect to the Committee's activities and recommendations, including any issues that arise with respect to the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, or the performance of the internal audit function when required. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

RESPONSIBILITIES

In addition to the responsibilities and duties expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this charter, the purposes of the Committee, the Company's bylaws and applicable rules and regulations of Nasdaq. The Board or Committee may supplement the Committee's responsibilities and duties as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee's responsibility is to oversee the accounting and financial reporting processes of the Company and audits of its financial statements and earnings releases and the effectiveness of the Company's internal control over financial reporting. Notwithstanding the foregoing, the Committee recognizes that the Company's management is responsible for preparing the Company's financial statements. Additionally, the Board recognizes that the Company's management (including the financial and internal audit staff / consultants), as well as the independent auditor, have more knowledge and specific information about the Company and its financial statements and performance than do the members of the Committee; consequently, in carrying out its oversight responsibilities the Committee shall not be charged with, and is not providing, any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

SPECIFIC FUNCTIONS

The following functions shall be the recurring activities of the Committee in carrying out its oversight responsibility. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

The Committee shall:

(a) Make regular reports to the Board.

(b) Review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.

(c) Prepare the "Committee report" required by the Regulations to be included in the Company's annual proxy statement or in any other reports, statements or other documents the Company files with the SEC.

(d) Instruct management, the independent auditor and the internal auditor (if any) that the Committee expects to be informed if there are any subjects that require special attention or if any significant deficiencies or material weaknesses to the system of internal control over financial reporting are identified. Review with management and the independent auditor any material changes to the system of internal control over financial reporting.

(e) Prior to public release, review the Company's annual audited financial statements and any certificate, review, opinion or report of the independent auditor thereon and management's discussion and analysis thereon with management and the independent auditor, together and separately, and discuss with management and the independent auditor significant issues encountered in the course of the audit work, including: major issues regarding accounting and auditing principles and practices; restrictions on the scope of activities; access to required information; the adequacy of internal controls; and the adequacy of the disclosure of off-balance sheet transactions, arrangements, obligations and relationships in reports filed with the SEC.

(f) Instruct the independent auditor to report to the Committee on all critical accounting policies of the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and other material written communication between the independent auditor and management, and discuss these matters with the independent auditor and management.

(g) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.

(h) To the extent the Company is required to provide in its annual report on Form 10-K (1) a management's report on internal control over financial reporting ("Management's Report") and/or (2) an independent auditor's audit of the effectiveness of the Company's internal control over financial reporting and its attestation report ("Attestation Report"), review and discuss Management's Report and Attestation Report with management and the independent auditors prior

to the filing of the Company's annual report on Form 10-K that contains Management's Report and/or Attestation Report, as the case may be.

(i) Review with management and the independent auditor the Company's quarterly financial statements prior to the earlier of the release of quarterly earnings or the filing of the Company's quarterly report on Form 10-Q; provided that this responsibility may be delegated to the chairman of the Committee or a member of the Committee who is determined to be the Committee financial expert.

(j) Review major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management.

(k) Select and retain an independent registered public accounting firm to act as the Company's auditors for the purpose of auditing the Company's financial statements, books, records, accounts and internal controls over financial reporting. Ensure audit partner rotation, as applicable, including all partners assigned to the engagement together with a discussion regarding succession planning.

(l) Ensure the receipt of, and evaluate the written disclosures and the letter that the independent auditor submits to the Committee regarding the auditor's independence consistent with Independent Standards Board Standard 1, discuss such materials with the auditor, oversee the independence of the independent auditor and, if so determined by the Committee in response to such materials, recommend that the Board take or the Committee take appropriate action to address issues raised by such evaluation to satisfy itself of the independence of the auditor.

(m) Review and discuss with the independent auditor, at least annually, any relationships or services (including permissible non-audit services) that may affect its objectivity and independence.

(n) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, terminate and replace the independent auditor.

(o) Review and approve the fees to be paid to the independent auditor.

(p) Approve, in accordance with Sections 10A(h) and (i) of the Exchange Act, the Regulations and the Auditing Standards of the Public Company Accounting Oversight Board, all professional services, including non-audit services, to be provided to the Company or its subsidiaries by its independent auditor, provided that the Committee shall not approve any non-audit services prescribed by Section 10A(g) of the Exchange Act in the absence of an applicable exemption. The Committee may adopt policies and procedures for the approval of such services which may include delegation of authority to a designated member or members of the Committee to approve such services so long as any such approvals are disclosed to the full Committee at its next scheduled meeting.[3]

(q) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.

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[3] See Appendix 2 attached hereto for a brief description of such sections.

(r) Obtain from the independent auditor assurance that no illegal acts that would have a direct and material effect on the determination of financial statement amounts have been discovered in the course of the audit which would implicate Section 10A of the Private Securities Litigation Reform Act of 1995.[4]

(s) Discuss with the independent auditor the matters required to be discussed by General Auditing Standards No. 1301, as amended, relating to the conduct of the audit.[5]

(t) Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to that letter. Such review should include:

(u) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any disagreement (and resolution) among management and the independent auditor in connection with financial reporting, including preparation of the financial statements.

(v) Any changes required in the planned scope of the internal audit (if an internal audit is contemplated or conducted).

(w) Following the review described in paragraph (t) above and prior to public disclosure, if so determined by the Committee, recommend to the Board that the annual financial statements be included in the Company's annual report on Form 10-K.

(x) Prior to public disclosure, review and discuss with management all press releases, including earnings press releases, regarding the Company's financial results and any other information provided to securities analysts and rating agencies, including any non-GAAP financial information.

(y) Approve the hiring of current or former employees of the independent auditor for executive level positions with the Company if those persons are or were involved in the independent auditor's audit of the Company.

(z) Meet periodically with management to review the Company's major risk exposures and the steps management has taken to monitor and control such exposures.

(aa) Review and oversee management's cybersecurity risk management program (including the management of risks related to emerging technologies such as artificial intelligence) and its design and operating effectiveness with appropriate professionals, including but not limited to the Chief Technology Officer or similar officer, information technology staff, and external auditors.

(bb) Be responsible for the review, approval and maintenance of the code of conduct, FCPA and Insider Trading programs and compliance.

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[4] See Appendix 3 attached hereto for a brief description of the requirements of such section.

[5] See Appendix 4 attached hereto for a brief description of the requirements of such section.

(cc) Discuss the Company's policies and procedures regarding compliance with applicable laws and regulations with the Board.

(dd) Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements.

(ee) Review with management and the independent auditor the effect of SEC and other similar regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

(ff) Review with management and the independent auditor any correspondence with SEC or other similar regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

(gg) Review with the Company's legal counsel any 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 and ensure that all financial statement disclosures are accurate and complete.

(hh) If applicable, review with the Company's investment officer the performance of the Company's investment portfolio and report the investment portfolio results to the Board on a quarterly basis. Periodically establish benchmark yields for various categories of the Company's investments as per the Company's Investment Policy.

(ii) Review and when appropriate, recommend to the Board any modifications to the Company's Investment Policy.

(jj) Establish and oversee procedures for receipt, retention and treatment of any complaints received by the Company about its accounting, internal accounting controls or auditing matters and for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(kk) Review and approve all transactions between the Company and any related person (as defined in item 404 of Regulation S-K) on an ongoing basis, in accordance with the Company's policies and procedures.

(ll) Satisfy itself that adequate procedures are in place for the review of financial information extracted or derived from the Company's financial statements and periodically assess these procedures.

(mm) The Committee shall have the authority to conduct or authorize investigations into any matter within the Committee's scope of responsibilities. The Committee will be empowered to retain independent counsel and other professionals to assist in conducting any investigation, who will report directly to the Committee.

PERIODIC ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation on a periodic basis as determined appropriate, of the performance of the Committee, including reviewing the compliance of the Committee with this charter, and shall report to the Board thereon.

APPENDIX 1.

A. Independence Requirements

SEC Regulations

To be considered "independent" for purposes of SEC Regulations applicable to Committee members, a member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board, or any other Board committee:

- Accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries, provided that, unless the rules of the national securities exchange or national securities association provide otherwise, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or

- Be an affiliated person of the Company or any of its subsidiaries.

Nasdaq Rules

A director is "independent" under the Nasdaq rules if he or she is not an officer or employee of the Company or of any of its subsidiaries and he or she does not have any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Under the Nasdaq rules, if any of the following relationships exist with respect to a particular director, that director may **not** be considered independent:

- A director is, or during the past three years was, employed by the Company or by any parent or subsidiary of the Company.

- A director is, or during the past three years was, employed by the Company or by any parent or subsidiary of the Company as an executive officer, or has a family member who was so employed.

- A director is employed as an executive officer of another entity where any of the executive officers of the Company serve on the compensation committee of such other entity, or if such relationship existed during the past three years.

- A director is, or during the past three years was, a partner or employee of the Company's outside auditor who worked on the Company's audit during the past three years or has a family member who was so employed.

- A director accepts, or has a family member who accepts, any payments from the Company or any affiliate of the Company in excess of **$120,000** during any period of twelve consecutive months within the three years preceding the determination of independence, other than compensation for Board or Board committee service,

payments arising solely from investments in the Company's securities, compensation paid to a family member who is a non-qualified retirement plan, or non-executive employee of the Company or a parent or subsidiary of the Company, benefits under a tax discretionary compensation.

- A director is, or has a family member who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments (other than those arising solely from investment in the Company's securities) that exceed 5% of the recipient's consolidated gross revenues for that year, or $200,000, whichever is more, in the current fiscal year or any of the past three fiscal years, other than payments arising solely from interests in the Company's securities or payments under non-discretionary charitable contribution matching programs.

B. Audit Committee Financial Expert

An "audit committee financial expert" means a person who has the following attributes:

- An understanding of generally accepted accounting principles and financial statements;

- The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

- Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;

- An understanding of internal control over financial reporting; and

- An understanding of Committee functions.

A person shall have acquired such attributes through:

- Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;

- Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;

- Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or

- Other relevant experience.

C. Financially Literate

An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

APPENDIX 2.

Section 10A(g), (h) and (i) of the Exchange Act provide as follows:

Subsection (g) makes it unlawful for the Company's registered public accounting firm to provide to the Company, contemporaneously with the audit, any non-audit service, including the following:

1. bookkeeping or other services related to the accounting records or financial statements of the audit client;
2. financial information systems design and implementation;
3. appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
4. actuarial services;
5. internal audit outsourcing services;
6. management functions or human resources;
7. broker or dealer, investment adviser, or investment banking services;
8. legal services and expert services unrelated to the audit; and
9. any other service that the Board determines, by regulation, is impermissible.

Subsection (h) mandates that the Company's registered public accounting firm may engage in any non-audit service for the Company, including tax services, that is not described in any of paragraphs 1 through 9 above, only if the activity is approved in advance by the Committee in accordance with subsection (i).

Subsection (i) requires that all auditing services and non-audit services, other than those that meet the de minimus exception, provided to the Company by its auditor must be preapproved by the Committee. This subsection also describes disclosure requirements with respect to non-audit services and permits the Committee to delegate to one or more members of the Committee who are independent directors, the authority to grant preapprovals.

The de minimus exception provides that the preapproval requirement is waived with respect to the provision of non-audit services for the Company, if--:

i. the aggregate amount of all such non-audit services provided to the issuer constitutes not more than 5 percent of the total amount of revenues paid by the issuer to its auditor during the fiscal year in which the nonaudit services are provided;

ii. such services were not recognized by the issuer at the time of the engagement to be non-audit services; and

iii. such services are promptly brought to the attention of the Committee of the issuer and approved prior to the completion of the audit by the

Committee or by 1 or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

APPENDIX 3.

Section 10A of the Private Securities Litigation Reform Act requires that the independent auditor disclose any illegal acts it discovers in the course of an audit. The independent auditor initially must disclose the illegal act to the appropriate level of management and keep the Committee adequately informed. If management has not taken appropriate remedial action with respect to an illegal act that has a material effect on the Company's financial statements and the failure to take appropriate remedial action is reasonably expected to warrant departure from a standard report of the auditor or warrant resignation from the audit engagement, the independent auditor must directly report its conclusions to the Board. Upon receipt of such notice the Board must inform the SEC and provide the independent auditor with a copy of the notice to the SEC. If the Company fails to notify the SEC, the independent auditor must resign from the engagement or furnish to the SEC a copy of its report.

APPENDIX 4.

General Auditing Standards No. 1301 requires that the auditor ensure that the Committee receives additional information regarding the scope and results of the audit that may assist the Committee in overseeing the financial reporting and disclosure process. The matters to be discussed include the selection of and changes in significant accounting policies or their application, the process used by management in formulating accounting estimates and the basis for the independent auditor's conclusions regarding the reasonableness of those estimates, audit adjustments that could have a significant effect on the Company's financial reporting process, disagreements between the independent auditor and management over the application of accounting principles to the Company's specific transactions and events, discussions management may have had with other accountants about auditing and accounting matters and serious difficulties the independent auditor had in dealing with management related to the performance of the audit.