

ADDvantage Technologies Group, Inc.

AUDIT COMMITTEE CHARTER

Amended December 3, 2009

Description and Purpose

The Audit Committee (the "Audit Committee") is a standing committee of the Board of Directors (the "Board") of ADDvantage Technologies Group, Inc. (the "Company"). The Audit Committee is to act on behalf of the Board to provide effective oversight of

- the financial reporting process and adequacy of internal financial and accounting controls,
- relationships with external and internal auditors,
- financial compliance issues,
- the review and approval of, and determination of accountability under, the Company's Code of Business Conduct and Ethics (the "Code"); and
- the review and approval of conflicts of interest.

In fulfilling these purposes, the Audit Committee shall have the duties, powers and authority specified in this charter.

Composition and Independence

The Audit Committee shall consist of no fewer than three directors, all of whom shall be independent as determined by the Board. Each member shall, in the judgment of the Board, be able to read and understand fundamental financial statements, or will become able to do so within a reasonable period of time after his or her appointment to the Audit Committee. At least one member of the Audit Committee must have, in the judgment of the Board, financial or accounting expertise.

Operating Principles

1. The Audit Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall have the authority to engage and determine funding for independent counsel and other advisors.

2. The Audit Committee shall meet at least four times per year or more frequently as circumstances require.

Committee Authority and Responsibility

In fulfilling its duties and responsibilities, the Audit Committee shall engage in the following activities:

1. Review and approval of the Company's annual financial statements, annual reports, registration statements, and material amendments to any of them, as filed with the Securities and Exchange Commission, and make recommendations to the Board regarding the directors' execution of them.

2. Discuss with management, internal auditors, and external auditors the effectiveness of the Company's system of internal controls for detecting accounting and financial reporting errors, fraud, legal violations and noncompliance with laws and regulations and the Code. In this regard, the Committee shall review and advise the Board with respect to the Company's policies and procedures designed to promote compliance with applicable laws and regulations including any material reports or inquiries received from regulators or government agencies.

3. Establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditory matters; and (ii) the confidential or anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Determine annually the public accounting firm to be the external auditor for the Company, and approve the appointment, compensation, and services of the auditor. The appointed external auditor shall report directly to the Committee, and shall provide copies of annual comments on accounting procedures and systems of control.

5. Evaluate the independence of the external auditor. The Audit Committee shall receive from the outside auditor(s) a formal written statement delineating all relationships between the auditor(s) and the Company, consistent with Independence Standards Board Standard 1, and it is the Audit Committee's responsibility to actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking or recommending that the full Board take appropriate action to oversee the independence of the outside auditor.

6. Review, at least annually, the then current and future programs of the Company's internal audit department, including the procedure for assuring implementation of accepted recommendations made by the auditors.

7. Review the status of compliance with laws, regulations and internal procedures, contingent liabilities and risks that may be material to the Company, the scope and status of systems designed to assure the Company's compliance with laws, regulations and internal procedures, through receiving reports from management, legal counsel and other third parties as determined by the Committee on such matters, as well as major legislative and regulatory developments which could materially impact the Company's contingent liabilities and risks.

8. Review and approve the Code.

9. On an ongoing basis, monitor compliance with, and accountability under, the Code.

10. On a case-by-case basis, consider questions of possible conflicts of interest of directors, officers or employees.

11. On a case-by-case basis, review actual and potential conflicts of directors, officers or employees, and clear any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity.