

AUDIT COMMITTEE CHARTER OF BETTER HOME & FINANCE HOLDING COMPANY

Committee Membership:

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Better Home & Finance Holding Company (the “Company”) shall comprise at least three directors, each of whom (i) is independent as defined under Nasdaq Rule 5605(a)(2); (ii) meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act); and (iii) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. All members of the Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement, and the Committee shall have at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or 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 and will qualify as an “audit committee financial expert” as such term is defined in Item 407(d)(5)(ii) of Regulation S-K as promulgated by the Securities and Exchange Commission (the “SEC”).

Members of the Committee shall be appointed by the Board based on nominations recommended by the Company’s Corporate Governance and Nominations Committee. Members of the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purposes:

The purposes of the Committee are to:

1. assist Board oversight of (i) the integrity and audit of the Company’s financial statements and the Company’s accounting and financial reporting process, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditors’ qualifications and independence, (iv) the performance of the independent auditors and the Company’s internal audit function (the “Internal Audit Function”) and (v) the other responsibilities set forth in this Committee charter (this “Charter”); and
2. when required, prepare an audit committee report as required by the SEC for inclusion in the Company’s annual proxy statement.

The Committee will also perform any and all duties required of it under any applicable law, regulation, directive, guideline or regulatory or judicial precedents or authorities and orders of any applicable governmental authority.

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements and for the effectiveness of internal control over financial reporting.

Management and the Internal Audit Function are responsible for ensuring the Company maintains appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The Internal Audit Function will provide independent assurance to Management and the Committee that the controls are appropriately designed and operating effectively. The independent auditors are responsible for planning and carrying out (i) a proper audit of the Company's annual financial statements and of the Company's internal control over financial reporting at such time as the Company becomes subject to such requirement, (ii) reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and (iii) other procedures at the direction of the management or the Committee. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. The Committee has the authority to conduct investigations into any matters within its scope of responsibility.

The independent auditors shall submit to the Committee annually a formal written statement (the "Auditors' Statement") describing: the auditors' internal quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (to assess the auditors' independence) all relationships between the independent auditors and the Company, including at least the matters set forth in the letter from the independent accountant required by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB").

The independent auditors shall submit to the Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors, as well as their proposed fees for the upcoming year: (i) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's quarterly reports on Form 10-Q or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent auditors, in the aggregate and by each service.

Committee Duties and Responsibilities:

To carry out its purposes, the Committee shall have the following duties and responsibilities:

1. with respect to the independent auditors,
 - (i) to be directly responsible for (a) the appointment, dismissal, compensation, retention, qualifications, independence and oversight of the work of the independent auditors (including the resolution of disagreements between management and the independent auditors regarding financial reporting), who shall report directly to the Committee; provided that the auditor appointment shall be subject to stockholder approval; and (b) the resolution of any disagreements between management and any such firm regarding financial reporting;
 - (ii) to be directly responsible for the appointment, dismissal, compensation, retention, qualifications, independence and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Committee;
 - (iii) have the sole authority to pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors as permitted by Section 10A of the Exchange Act and to approve all related fees and other terms of engagement;
 - (iv) to review and approve disclosures required to be included by the Company in periodic reports filed with the SEC under Section 13(a) of the Exchange Act with respect to audit and non-audit services;
 - (v) to ensure that the independent auditors prepare and deliver annually an Auditors' Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of this Auditors' Statement), and to discuss with the independent auditors any relationships or services disclosed in this Auditors' Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors;
 - (vi) to obtain from the independent auditors in connection with any audit a timely report relating to the Company's annual audited financial statements describing all critical accounting policies and practices used, all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and any material written communications between the independent auditors and management, such as any "management" or "legal" letter or schedule of unadjusted differences;

- (vii) to discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies;
 - (viii) to review and evaluate the qualifications, performance and independence of the lead partner of the independent auditors;
 - (ix) to discuss with management the timing and process for implementing the rotation of the lead audit partner in compliance with PCAOB and SEC requirements, the concurring partner and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself;
 - (x) to take into account the opinions of management and the Company's Internal Audit Function in assessing the independent auditors' qualifications, performance and independence; and
 - (xi) to direct the independent auditors to prepare and deliver annually a statement as to independence consistent with PCAOB's Independence Rule 3526, Communicating with Audit Committees Concerning Independence (it being understood that the independent auditors are responsible for the accuracy and completeness of this statement);
2. with respect to the Internal Audit Function,
- (i) to ensure there are no unjustified restrictions or limitations, and to review the appointment and replacement of the director of the Internal Audit Function;
 - (ii) to advise the director of the Internal Audit Function that he or she is expected to provide to the Committee summaries of and, as appropriate, the significant reports to management prepared by the Internal Audit Function and management's responses thereto;
 - (iii) to receive reports from the Internal Audit Function on the status of significant findings and recommendations, and management's responses;
 - (iv) to review on an annual basis the effectiveness and performance of the Internal Audit Function;
 - (v) to review, in consultation with the Company's management, independent auditor and the Internal Audit Function, the adequacy of the Company's internal control over financial reporting, disclosure processes and its procedures designed to ensure compliance with laws and regulations, and any special audit steps adopted in light of material control deficiencies;
 - (vi) to discuss with management, the Internal Audit Function and the independent auditor any changes in internal control over financial reporting disclosed or considered for disclosure in the Company's periodic filings with the SEC;

- (vii) to review with management and the Company's independent auditor any reports or disclosure submitted by management to the Committee to the extent required by the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002;
 - (viii) to review with management the chart, plans, activities, budget, staffing and organizational structure of the Internal Audit Function;
 - (ix) to approve the internal audit charter and risk-based audit plan on no less than an annual basis, or sooner for ad-hoc changes;
 - (x) to meet separately, on a regular basis, with the head of the Internal Audit Function; and
 - (xi) to ensure that the Internal Audit Function has adequate resources;
3. with respect to accounting principles and policies, financial reporting and internal control over financial reporting,
- (i) to advise management, the Internal Audit Function and the independent auditors that they are expected to provide to the Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting;
 - (ii) to consider any reports or communications (and management's and/or the Internal Audit Function's responses thereto) submitted to the Committee by the independent auditors in accordance with PCAOB auditing standards, including Auditing Standard 1301, Communications with Audit Committees, as amended or supplemented, with respect to any critical audit matter highlighted by the independent auditor;
 - (iii) to consider any other material written communications (and management's and/or the Internal Audit Function's responses thereto) between the Company's independent auditor and management;
 - (iv) to meet with management, the independent auditors and, if appropriate, the director of the Internal Audit Function:
 - to discuss the scope of the annual audit;
 - to review and discuss the annual audited financial statements and quarterly financial statements and related reports, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and disclosures within the footnotes to the financial statements;
 - to discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the Internal Audit Function or the independent auditors, relating to the Company's financial statements;
 - to discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities

- or access to requested information and any significant disagreements with management;
- to discuss any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditors to the Company;
 - to review the form of opinion the independent auditors propose to render to the Board and shareholders; and
 - to discuss, as appropriate: (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles, and major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
- (v) to inquire of the Company’s Chief Executive Officer and Chief Financial Officer as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting;
- (vi) to discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company’s exposure to risk, and to discuss the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures;
- (vii) to review and approve any potential conflicts of interest to the extent required by, and in accordance with, the Company’s Code of Business Conduct and Ethics and Related Party Transactions Policy;
- (viii) to obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act;

- (ix) to understand how management develops interim financial information, and the nature and extent of internal and independent auditor involvement;
- (x) to discuss with the Company's General Counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies;
- (xi) to discuss and review the type and presentation of information to be included in earnings press releases (in particular any use of "pro forma" or non-GAAP information);
- (xii) to discuss the types of financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies;
- (xiii) to review and assess the appropriateness of the Company's Code of Business Conduct and Ethics and the principles and policies therein at least annually, and the Company's system to monitor compliance with and enforcement of the Company's Code of Business Conduct and Ethics, and make recommendations to the Board, as appropriate;
- (xiv) to review and take appropriate action with respect to any reports to the Committee from legal counsel for the Company concerning any material violation of law or Company policies or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf (including, but not limited to, whistleblower complaints that the Committee is made aware of);
- (xv) to establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;
- (xvi) to establish hiring policies for employees or former employees of the independent auditors;
- (xvii) to develop and approve policies and procedures for the review, approval or ratification of related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K, as may be amended from time to time, and any other applicable requirements (the "Related Party Transactions Policy");
- (xviii) to review the Related Party Transactions Policy at least annually and approve any changes to the Related Party Transactions Policy; and
- (xix) to oversee the implementation of and compliance with the Related Party Transactions Policy, including reviewing, approving or ratifying all related

party transactions of the Company in accordance with the Related Party Transactions Policy in effect from time to time;

4. with respect to reporting and recommendations,
 - (i) to prepare any report or other disclosures, including any recommendation of the Committee, required by the rules of the SEC to be included in the Company's annual proxy statement (including, based on the review of the audited financial statements and of the independence of the independent auditors, a recommendation as to the inclusion of the Company's financial statements in the Company's annual report on Form 10-K);
 - (ii) to review and reassess the adequacy of this Charter at least annually and recommend any changes to the full Board;
 - (iii) to report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate; and
 - (iv) to prepare and review with the Board an annual performance evaluation of the Committee so that the Board may:
 - (i) evaluate the Committee's and individual members' performance on a regular basis, not less than once per year; and
 - (ii) confirm annually that all responsibilities outlined in this Charter have been met.

Committee Structure and Operations:

The Committee shall designate one Committee member as its chairperson. In the absence of the chairperson at any meeting of the Committee, a majority of the members of the Committee present at such meeting may designate one (1) of its members to serve as the chairperson of the meeting. The Committee shall meet once every fiscal quarter, or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and quarterly financial statements, as applicable. The Committee should periodically meet separately with management, the director of the Internal Audit Function and the independent auditors to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee shall meet in executive session at least twice a year. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a Committee meeting, or to meet with any members of, or consultants to, the Committee.

A majority of the members of the Committee shall constitute a quorum. At every meeting of the Committee at which a quorum is present, the vote of a majority of the members of the Committee present shall be the act of the Committee. In the event of a tie vote on any issue, the chairman's vote shall decide the issue.

In carrying out its responsibilities, the Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented by (i) officers and other employees of the Company or its subsidiaries whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants, consultants, advisors or other persons with respect to matters that the member believes to be within the professional competence of such person.

Resources and Authority of the Audit Committee:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors (each, an “Advisor”), as it deems necessary or appropriate, without seeking approval of the Board or management.

The Company shall provide for appropriate funding, as reasonably determined by the Committee, and will consult with the Board if such funding would exceed \$250,000 per year, in its capacity as a committee of the Board, for payment of:

1. compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company;
2. compensation of any Advisors employed by the Committee; and
3. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.