

AMENDED AND RESTATED CHARTER
OF THE
AUDIT COMMITTEE
OF

RBC LIFE SCIENCES, INC.

As of April 7, 2010

PURPOSE

The primary function of the Audit Committee (the "*Committee*") is to assist the Board of Directors (the "*Board*") of RBC Life Sciences, Inc. (the "*Company*") in fulfilling its oversight responsibilities by reviewing (i) the financial reports and other financial information provided by the Company to any governmental body or the public; (ii) the Company's systems of controls regarding finance, accounting, legal compliance and ethics that management and the Board have established; (iii) the independent auditors' qualifications and independence; (iv) the performance of the Company's internal audit function and independent auditors; and (v) the efficacy and efficiency of the Company's auditing, accounting and financial reporting processes generally. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to oversee the Company's financial reporting process and internal control system;
- assume direct responsibility for the appointment, compensation, retention and oversight of the Company's independent auditors; and
- provide an open avenue of communication among the Company's independent auditors, financial and senior management and the Board.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in the Section entitled "Responsibilities and Duties – Financial Reporting Process."

In addition to its primary responsibilities with respect to the Company's financial reporting process as outlined above, the Committee shall assist the Board in discharging the responsibilities of a nominating committee by identifying potential candidates for membership on the Board, evaluating potential director candidates, recommending to the Board nominees for election or reelection to the Board, and recommending to the Board the directors to serve on each standing committee. The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in the Section entitled "Responsibilities and Duties – Nominating Process."

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any advisors engaged or employed by the Committee as well as for ordinary administration expenses of the Committee that are necessary or appropriate for carrying out its duties.

COMPOSITION OF THE AUDIT COMMITTEE

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall meet the independence, experience and qualification requirements of The NASDAQ Stock Market (including, without limitation, the financial literacy requirements), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and the rules and regulations of the Securities and Exchange Commission (the "*Commission*"). Accordingly, none of the members of the Committee shall accept, directly or indirectly, any fees from the Company, except for fees for services as a director and member of the Committee or any other Board committee. In addition, at least one member of the Committee shall be, in the sole determination of the Board, a "financial expert" in compliance with the criteria established by Commission and other relevant regulations.

No member of the Committee may serve on the audit committee of more than two other public companies.

MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it determines, but not less frequently than quarterly. All such meetings may be conducted in person or telephonically. As part of its role to foster open communication, the Committee should meet periodically with management, the Company's internal auditors and the independent auditors in separate executive sessions. In addition, the Committee shall meet quarterly with the Company's independent auditors and management to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as quarterly earnings releases. The Company shall provide the Committee with the applicable financial data sufficiently in advance of such meetings to facilitate such review. The Committee may request any officer or employee of the Company (including without limitation, the Director of Internal Audit), the Company's outside counsel or its independent auditors to attend meetings of the Committee or to meet with any members of, or consultants to, the Company.

RESPONSIBILITIES AND DUTIES – FINANCIAL REPORTING PROCESS

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

1. Review, update and assess the adequacy of this Charter periodically, but at least annually, as conditions dictate, and recommend any proposed changes to the Board for its approval.
2. Review and discuss the annual audited financial statements with management, and discuss with the independent auditors the matters required to be discussed by relevant auditing standards, including the quality, not just the acceptability, of the accounting principles and underlying estimates used in the audited financial statements.
3. Report to the Board whether, based on such reviews and discussions, the Committee recommends to the Board that the audited financial statements be included in the Company's Form 10-K to be filed with the Commission.
4. Review with management and the Company's independent auditors the Company's Form 10-Q prior to its filing.
5. Review earnings press releases with management, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts.
6. Prepare annually the report required by the rules of the Commission to be included in the Company's annual proxy statement.
7. Report regularly to the Board on the matters discussed at the meetings of the Committee, including the actions taken by the Committee at such meetings.

Independent Auditors

8. Be directly responsible for the appointment, compensation, retention and oversight of the work performed by the Company's independent auditors for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Company's independent auditors shall report directly to the Committee, and the Company shall provide the Committee appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, to compensate the independent auditors. The Committee shall have sole authority to appoint or replace the independent auditors and to approve all engagement fees and terms.
9. Discuss with the Company's independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the

course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

10. Hold timely discussions with the independent auditors regarding:

- critical accounting estimates, policies and practices;
- 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 Company's independent auditors;
- other material written communication between the Company's independent auditors and management including, but not limited to, the management letter and schedule of unadjusted differences; and
- an analysis of the independent auditors' judgment as to the quality of the Company's accounting principles, setting forth significant reporting issues and judgments made in connection with the preparation of the Company's financial statements.

11. Review and pre-approve both audit and all permissible non-audit services to be provided by the independent auditors, other than the *de minimis* exceptions permitted by the Sarbanes-Oxley Act of 2002 ("*Sarbanes-Oxley*").

12. Obtain and review a report from the Company's independent auditors at least annually regarding:

- the independent auditors' internal quality-control procedures;
- any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities or private sector regulatory boards within the preceding five years respecting one or more independent audits carried out by the firm; and
- any steps taken to deal with any such issues.

13. Evaluate the qualifications, performance and independence of the Company's independent auditors, including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence. The Committee shall obtain from the Company's independent auditors a formal written statement delineating all relationships between the Company's independent auditors and the Company, consistent with Independence Standards Board Standard 1, and engage in a dialogue with the Company's independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the Company's independent auditors.

14. Review and evaluate the performance of the lead partner of the Company's independent auditor team and ensure the rotation of the audit engagement team as required by law or such shorter period as may be determined by the Committee.

15. Establish policies regarding the hiring of employees or former employees of the Company's independent auditors.

Financial Reporting Processes and Accounting Principles

16. In consultation with the Company's independent auditors, review the integrity of the Company's financial reporting processes, both internal and external. The Committee shall coordinate the Board's oversight of the Company's internal accounting systems and controls.

17. Review with management and the independent auditors significant accounting principles and financial reporting issues, including judgments made in connection with the preparation of the Company's financial statements and significant changes in the Company's selection or application of accounting principles.
18. Review with management and the Company's independent auditors the extent to which changes or improvements in financial or accounting practices have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.

Internal Audit

19. Review and advise on the selection and removal of the Director of Internal Audit, who shall report directly to the Committee no less frequently than quarterly. A portion of such report shall be conducted in executive session outside the presence of Company management.
20. Review and make recommendations to Company management regarding the internal audit department's responsibilities, budget and staffing.
21. Review summaries of all internal audit reports prepared by the internal audit department (including management's responses) and any other significant findings stemming from internal audit activities.
22. Be apprised by the Company's Director of Internal Audit of any significant difficulties, disagreements with management or scope restrictions encountered in the course of the internal audit department's work.
23. Make a recommendation to the Board, on an annual basis, concerning the compensation to be paid to the Director of Internal Audit after receipt from Company management of such input concerning such compensation, as the Committee deems appropriate. The Board shall make the final determination of the compensation to be paid to the Director of Internal Audit.

Compliance Oversight and Other Responsibilities

24. Establish policies and procedures for the submission of complaints and concerns about accounting, internal accounting controls and auditing matters, including procedures for the receipt, retention, and treatment of complaints and the confidential, anonymous submission of employee concerns regarding questionable accounting or auditing matters.
25. Oversee the Company's disclosure controls and procedures and the implementation of, and compliance with, the Company's Code of Ethics.
26. Receive and review the reports of the Company's Chief Executive Officer and Chief Financial Officer required by Section 302 of Sarbanes-Oxley and Rule 13a-14 of the Exchange Act.
27. Determine whether management has a proper review system in place to determine that the Company's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
28. Discuss with management the Company's major financial risk areas and the steps taken by management to monitor and control such areas, including the Company's guidelines and policies to govern the process by which the Company's exposure to risk is handled.
29. Discuss with the Company's independent auditors whether Section 10A(b) of the Exchange Act concerning awareness of illegal acts pertaining to the Company has been implicated.
30. Perform such other duties as may be delegated to the Committee by the Board from time to time.

RESPONSIBILITIES AND DUTIES – NOMINATING PROCESS

In addition to its responsibilities with respect to the Company's financial reporting process, the Committee shall have the following responsibilities with respect to the nomination of candidates for election as directors:

1. Identify potential candidates for membership on the Board. Candidates may be identified by the Committee's own efforts as well as by considering recommendations from shareholders (as described below), other members of the Board and other sources that the Committee deems appropriate. The Committee may retain a third party search firm to assist in the identification of possible candidates for election to the Board.
2. Evaluate candidates for election to the Board. The Committee will evaluate all candidates, regardless of the source from which the candidate was first identified, based upon the totality of the merits of each candidate and not based upon minimum qualifications or attributes. In considering the individual nominees, the Committee will take into account the qualifications of other Board members to ensure that a broad variety of skill sets and experience beneficial to the Company and its business are represented on the Board.
3. Recommend to the Board candidates for election or reelection to the Board at each annual meeting of shareholders. Recommend to the Board candidates to be elected by the Board as necessary to fill any vacancies, including vacancies created by an increase in the size of the Board.
4. Make recommendations to the Board regarding the composition and size of the Board giving consideration to factors such as experience, expertise, skill sets and diversity.
5. Periodically review the membership of Board committees and, after taking into consideration the experience and other needs of the committees and the interests of the directors, make recommendations to the Board regarding committee assignments.
6. Review annually the disclosure required by rules of the Commission in the Company's annual proxy statement regarding operations of the Committee relating to the Company's nominating procedures.
7. Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
8. Perform any other duties and responsibilities expressly delegated to the Committee by the Board from time to time.
9. Report regularly to the Board on the matters discussed at the meetings of the Committee, including the actions taken by the Committee at such meetings.

Shareholder Recommendations of Proposed Director Nominees

The Board will consider shareholder recommendations of proposed director nominees if the recommendations are timely filed and include the required information. To be timely, recommendations must be received in writing at the principal executive offices of the Company within 245 days after the mailing of the Company's proxy statement for the prior year's annual meeting. The required information is as follows:

1. The proposed nominee's name, business address, date of birth, biographical data and qualifications;
2. The number of shares of the Company's common stock beneficially owned by the proposed nominee;
3. Any other information regarding the proposed nominee that would be required to be disclosed in a definitive proxy statements to shareholders pursuant to Regulation 14(A) of the Exchange Act;
4. The name, business address and residence address of the shareholder(s) proposing such nominee; and
5. The number of shares of the Company's stock beneficially owned by such shareholder(s).

LIMITATION OF COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.

Approved by the Board of Directors on April 7, 2010.