

SPECTRUM PHARMACEUTICALS, INC.

AUDIT COMMITTEE CHARTER

(Amended and Restated Effective June 27, 2014)

The Purpose of the Audit Committee

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Spectrum Pharmaceuticals, Inc. (the “**Company**”) is to represent and assist the Board in its general oversight of the Company’s accounting and financial reporting processes, audits of the financial statements, internal control and audit functions, and compliance with legal and regulatory requirements. Management is responsible for (a) the preparation, presentation and integrity of the Company’s financial statements, (b) accounting and financial reporting principles, and (c) the Company’s internal controls and procedures designed to promote compliance with accounting standards, and applicable laws and regulations. The Company’s independent registered public accounting firm (the “**independent auditor**”) is responsible for performing an independent audit of and rendering an opinion on the financial statements in accordance with generally accepted auditing standards at each fiscal year end, and performing quarterly reviews of financial statements.

The Committee members are not professional accountants or auditors and their functions are not intended to duplicate or to certify the activities of management and the independent auditor. The Committee serves a board level oversight role where it oversees the relationship with the independent auditor, as set forth in this Charter, receives information and provides advice, counsel and general direction, as it deems appropriate, to management and the auditors, taking into account the information it receives, discussions with the auditor, and the experience of the Committee’s members in business, financial and accounting matters.

Membership and Structure

The Committee shall be comprised of at least three (3) directors, each of whom meet the director and audit committee member independence requirements and financial literacy requirements set forth in the listing rules of The NASDAQ Stock Market, Inc. (“**NASDAQ**”), each as determined by the Board. Each Committee member must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. Each Committee member must also meet the criteria for independence set forth in the applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”). At least one (1) member of the Committee must be financially sophisticated, as determined by the Board, and no Committee member may have participated in the preparation of the financial statements of the Company or any of the Company’s current subsidiaries at any time during the past three years, each as required by the NASDAQ listing rules. In addition, at least one (1) member of the Committee must be an “audit committee financial expert” under applicable SEC rules. Each Committee member shall meet any other requirements imposed by applicable laws, rules, regulations or listing standards to serve on the Committee, subject to applicable exemptions and transition provisions. Appointment to the Committee, including the designation of the Chair of the Committee, and the designation of any Committee member as an “audit committee financial expert,” shall be made by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board has the authority to remove members from the Committee in its sole discretion with or without cause. Any Committee member may resign effective upon giving oral or written notice to

the Chair of the Committee, the corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board.

The Committee shall meet at least quarterly and as often as necessary to carry out its duties at such times and places as the Committee shall determine, and shall also be able to take actions by written consent. Meetings may be held in person, telephonically or by video conferencing. The Committee shall periodically meet in executive session outside of the presence of any executive officer of the Company. The Chair of the Committee shall preside at each meeting (or, if absent, a designee member of the Committee) and shall report on activities of the Committee to the full Board. A quorum of the Committee for the transaction of business will be a majority of its members. In fulfilling its responsibilities, the Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

Primary Responsibilities

The Committee shall:

- have the sole authority and is directly responsible for the appointment, compensation, retention, termination, replacement, evaluation and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee. The Committee's authority includes resolution of disagreements between management and the independent auditor regarding financial reporting and the receipt of communications from the independent auditors as may be required under professional standards applicable to such auditors.
- review and discuss with the independent auditor the written statement from the independent auditor concerning any relationship between the auditor and the Company or any other relationships that may adversely affect the objectivity and independence of the auditor, and, based on such review, assess the independence of the auditor.
- obtain and review a report by the Company's independent auditors that describes (i) the accounting firm's internal quality control procedures, and (ii) any issues raised by the most recent internal quality control review, peer review or Public Company Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues.
- review and discuss the Company's overall audit plan (both internal and external) with the independent auditor, management and any internal audit function that is responsible for preparing the Company's financial statements, and approve the independent auditor's annual audit plan.
- pre-approve all audit and non-audit services provided to the Company by the independent auditor (or subsequently approve non-audit services in those circumstances where a subsequent approval is necessary or permissible under applicable SEC rules) or other registered public accounting firms and assess the

impact of any permitted non-audit services on the independence of the auditor. The Committee may, in its sole discretion, establish written policies and procedures for the pre-approval of audit and non-audit service engagement arrangements, provided the policies are detailed as to the particular service, the Committee is informed of each service and the policies do not delegate the Committee's responsibilities to management, if any.

- discuss with the independent auditor the matters required to be discussed by Auditing Standards No. 16 relating to the conduct of the audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.
- review the experience, qualifications and performance of the independent auditor's senior personnel that are providing audit services to the Company.
- review and discuss reports from the independent auditor on (a) all critical accounting policies and practices used by the Company, (b) alternative accounting treatments within GAAP related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the independent auditor, and (c) other material written communications between the independent auditor and management.
- review and discuss with management and the independent auditor (a) unaudited interim financial information including the related notes, (b) audited annual financial information including the related notes, (c) the form of audit opinion to be issued by the independent auditor on the financial statements, and (d) "Management's Discussion and Analysis of Financial Condition and Results of Operations," and determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K each year.
- review and discuss with management and the independent auditor: (a) the adequacy and effectiveness of the Company's internal controls (including any significant deficiencies or material weaknesses) and significant changes in internal controls reported to the Committee by the independent auditor or management; (b) the Company's internal audit procedures; (c) the adequacy and effectiveness of the Company's disclosures controls and procedures, and management reports thereon; and (d) disclosure relating to the Company's internal controls to be included in filings with the SEC.
- Review and discuss with management and the independent auditor: (a) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection and application of accounting principles; (b) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (c) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
- review and discuss with management and the independent auditor various topics and events that may have significant financial impact on the Company or that are the

subject of discussions between management and the independent auditor.

- review risks relating to financial statements, auditing and financial reporting process, and key credit risks, liquidity risks and market risks and inquire of management, the members of the internal audit function and the independent auditor about the Company's major financial and auditing risks or exposures. The Committee shall discuss with management and, as appropriate, the internal audit function and/or independent auditor, the Company's risk management and risk assessment guidelines and policies relating to the Company's accounting and financial risk exposures and the steps management has taken to monitor and control such exposures. The Committee shall report the results to the full Board.
- discuss with attorneys any legal matters that might have a material impact on the financial statements.
- ensure that the independent auditor completes its audit partner rotation in conformance with applicable law.
- review and discuss with management published financial information and whether and to what extent earnings guidance and similar information shall be disclosed publicly by the Company. This may be conducted generally as to types of information and presentations, and need not include advance review of each publication or disclosure.
- review and approve related-party transactions (as defined in the applicable SEC rules and regulations).
- establish and monitor 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. Reviews any such complaints and submissions that have been received, including the current status and the resolution if one has been reached.
- review and approve on a periodic basis, as appropriate, the Company's investment policy.
- prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

Additional Powers and Responsibilities

In addition to the specific responsibilities set forth above, the Committee will:

- engage in an annual self-assessment with the goal of continuing improvement.
- annually review and reassess the adequacy of this Charter, and recommend any changes to the full Board.
- monitor that the Company maintains an internal audit function (which may be

outsourced to a firm other than the Company's independent auditor). The Committee will oversee the internal auditors (or other personnel responsible for the internal audit function), who will report directly to the Committee.

- establish hiring policies that will govern the Company's hiring of employees or former employees of the independent auditor, taking into account possible pressures on the auditor's personnel who might seek a position with the Company, and report these policies to the full Board.
- have the authority to utilize the services of the Company's advisors or, at its sole discretion, select, retain, engage and obtain the advice of independent legal, accounting and other advisers, as it determines necessary or advisable to carry out its duties and powers, and to discuss matters with such advisers as the members of the Committee deem necessary or appropriate. The Committee shall have sole authority to oversee the work and approve the fees and retention terms of any such advisers. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
- have the authority to invite to its meetings, or to meet with any members of or advisers to the Committee, members of management or other experts whose presence is deemed desirable and appropriate.
- have unrestricted access to Company personnel and documents, and have authority to direct and supervise an investigation into any matters within the scope of its duties.
- have sole authority to approve the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.
- perform such other activities required by applicable laws, rules, regulations or listing requirements applicable to the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws and Certificate of Incorporation. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee shall be at the Committee's sole discretion. With respect to any authority or responsibilities granted to the Committee by this Charter, in lieu of making a final determination with respect thereto, the Committee may make a recommendation to the full Board for its final approval thereof. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.