

MEDIVATION, INC.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Medivation, Inc., a Delaware corporation (the “*Company*”), on March 14, 2005, amended and restated by the Board on February 27, 2006, amended and restated by the Board on June 16, 2010, and may be further amended by the Board at any time.

I. Purpose

The purpose of the Audit Committee (the “*Committee*”) is to assist the Board with its oversight responsibilities regarding: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements, (iii) the Company’s systems of internal control over financial reporting and audits of financial statements; (iv) the qualifications and independence of the registered public accounting firm or firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “*independent auditor*”); and (v) the performance of the Company’s internal audit function (if any) and the independent auditor. The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “*SEC*”) to be included in the Company’s annual proxy statement.

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. The operation of the Committee shall be subject to the bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal audit function (if any), internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles (“*GAAP*”), expressing an opinion on the Company’s internal control over financial reporting, and reviewing the Company’s quarterly financial statements. The Committee’s responsibilities are those of oversight, and its policy in fulfilling these responsibilities shall be to maintain and foster an open avenue of communication among the Committee, the independent auditor and the Company’s management and internal auditor (if any). It is not the responsibility of the Committee to plan or conduct audits. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company’s internal auditor (or others responsible for the internal audit function (if any), including contracted non-employee or audit or accounting firms engaged to provide internal audit services) (if any, the “*internal auditor*”) and the independent auditor) from which the Committee receives information and, absent actual knowledge to the contrary,

the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Further, auditing literature, particularly Statement on Accounting Standards No. 100, defines the term “review” to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term “review” as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

II. Membership

The Committee shall consist of at least three members of the Board. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement, pursuant to the financial literacy requirements of The NASDAQ Stock Market (“*NASDAQ*”), as in effect from time to time. Members of the Committee are not required to be engaged in the accounting and auditing profession, and, consequently, some members may not be expert in financial matters or in matters involving auditing or accounting. At least one member of the Committee shall be an “audit committee financial expert” within the definition adopted by the SEC and shall meet the financial sophistication requirements of NASDAQ. In addition, each Committee member shall satisfy the independence requirements of NASDAQ and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

The members of the Committee, including the Chairman of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

The Chairman of the Committee (or in his or her absence, a member designated by the Chairman of the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. The Committee shall meet with the independent auditor as set forth under Section IV.C below and shall otherwise meet with the independent auditor, management and the Company’s internal auditor (if any) as the Committee shall deem appropriate.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the independent auditor, the internal auditor (if any), any other financial personnel employed or retained by the Company or any other persons whose presence

the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, other than any non-management director who satisfies applicable independence criteria.

The Committee may retain any independent counsel, experts or other advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors retained by the Committee, as well as ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

The Chairman of the Committee shall report to the Board from time to time or whenever so requested by the Board.

IV. Powers and Responsibilities

A. Interaction with the Independent Auditor

1. Appointment and Oversight. The Committee shall be directly responsible and have sole authority for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor shall report directly to the Committee. Prior to engagement of any prospective independent auditor, the Committee shall review a written disclosure by the prospective independent auditor of all relationships between the prospective independent auditor, or its affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and shall discuss with the prospective independent auditor the potential effects of such relationships on the independence of the prospective independent auditor, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence* ("**Rule 3526**"), of the Public Company Accounting Oversight Board (United States) (the "**PCAOB**").

2. Pre-Approval of Services. Before the independent auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the engagement. The pre-approval shall include a determination of the scope of and plans for the audit or other non-audit services, the adequacy of staffing, the compensation to be paid, at the Company's expense, to the independent auditor and the negotiation and execution, on behalf of the Company, of the independent auditor's engagement letters. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee

regarding the Company's engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the independent auditor. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

3. Independence of Independent Auditor. The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the independent auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, 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 auditing firm, and any steps taken to deal with any such issues.

(ii) The Committee shall ensure that the independent auditor prepare and deliver, at least annually, written disclosures delineating all relationships between the independent auditor or its affiliates and the Company or persons in financial oversight roles at the Company that may reasonably be thought to bear on independence and a letter from the independent auditor confirming its independence, consistent with Rule 3526. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

(iii) The Committee shall confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

(iv) The Committee shall consider whether the Company should adopt a rotation of the annual audit among independent registered public accounting firms.

(v) The Committee shall monitor whether the auditor's independence is maintained, including by reviewing the non-audit services provided to the Company by the auditor. Prohibited services under Section 10A(g) of the Exchange Act will include: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, proving fairness opinions or preparing contribution-in-kind reports; (iv)

actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; (ix) any other service that the PCAOB prohibits through regulation.

B. Meetings with Management, the Independent Auditor and the Internal Auditor (if any) regarding Annual Financial Statements and Annual Audit

1. The Committee shall meet with management, the independent auditor and the internal auditor (if any) in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

2. The Committee shall review and discuss with management and the independent auditor: (A) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy or effectiveness of the Company's internal control over financial reporting and any special audit steps adopted in light of material control deficiencies; (B) any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

3. The Committee shall review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

C. Meetings with the Independent Auditor.

1. The Committee shall review with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent auditor are: (A) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (B) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (C) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee shall obtain from the independent auditor assurances that the independent auditor has provided all notices of illegal acts as required by Section 10A(b) of the Exchange Act.

2. The Committee shall discuss with the independent auditor the report that such auditor is required to make to the Committee regarding: (A) all accounting policies and practices to be used that the independent auditor identifies as critical; (B) all alternative

treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (C) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting, independent auditor's engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

3. The Committee shall at least annually discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, "*Communication with Audit Committees*," as amended, as adopted by the PCAOB in Rule 3200T (including any successor rule adopted by the PCAOB).

D. Recommendation to Include Financial Statements in Annual Report. The Committee shall, based on the review and discussions in paragraphs B(3) and C(3) above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to subparagraph A(3)(ii) above, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

E. Quarterly Financial Statements

The Committee shall review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

F. Other Powers and Responsibilities

1. The Committee shall discuss with management and the independent auditor the Company's earnings press releases, if any (with particular focus on any "pro forma," "adjusted" or other non-GAAP financial information), as well as financial information and earnings guidance, if any, provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee should be furnished with an advance copy of each earnings release for its review prior to publication.

2. The Committee shall conduct an appropriate review and oversight of all related party transactions on an ongoing basis as required by NASDAQ rules, and all such transactions must be approved by the Committee.

3. The Committee shall discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies, internal control over financial reporting or internal audit function (if any).

4. The Committee shall discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements. The Committee shall discuss with management any matters of compliance with the Foreign Corrupt Practices Act as necessary.

5. The Committee shall request assurances from management and the Company's internal auditors (if any) that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

6. The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. The Committee shall discuss with management the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures.

7. The Committee shall set clear hiring policies for employees or former employees of the independent auditor.

8. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.

9. The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements required by Item 407(d)(3) of Reg. S-K, for inclusion in each of the Company's annual proxy statements.

10. The Committee shall report regularly to, and review with, the Board (i) any material issues that arise with respect to the Committee's performance of the foregoing responsibilities and (ii) any issues that arise with respect to the quality or integrity of the Company's financial statements, the adequacy or effectiveness of the Company's internal control over financial reporting, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditor, the performance of the Company's internal audit function (if any) or any other matter the Committee determines is necessary or advisable to report to the Board.

11. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.

12. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

13. The Committee shall annually review and assess internal controls and treasury functions including cash management procedures.