

OHA INVESTMENT CORPORATION

Audit Committee Charter **Effective as of November 8, 2016**

Status

The Audit Committee is a committee of the Board of Directors.

Definitions

“Board” means the Board of Directors of the Company.

“Committee” means the audit committee appointed by the Board.

“Company” means OHA Investment Corporation, a Maryland corporation.

Organization and Membership Requirements

The Committee shall be appointed annually by the Board and shall be comprised of at least three directors. No member of the Committee shall be an officer or employee of the Company or its subsidiaries. All members of the Committee shall be independent directors as defined in Nasdaq Listing Rule 5605(a)(2); shall not be “interested persons” of the Company as such term is defined in Section 2(a)(19) of the Investment Company Act of 1940 (the “1940 Act”); shall satisfy the more rigorous independence requirement for members of audit committees established by Rule 10A-3 of the Securities and Exchange Commission (the “SEC”); and shall not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Each member of the Committee shall otherwise satisfy the applicable membership, independence, and experience requirements under the Nasdaq Listing Rules as such requirements are interpreted by the Board in its business judgment, and all applicable federal laws. All members of the Committee should be able to read and understand financial statements, and at least one member of the Committee shall be an “audit committee financial expert” as such term is defined in Rule 401 of Regulation S-K of the SEC and determined by the Board. The Chairman of the Committee shall be designated by the Board, or if no such delegation is made, shall be selected by the affirmative vote of the majority of the Committee members. The Board may remove any Committee member at any time.

Authority

The Committee’s creation and authority is derived directly from the Board. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage independent auditors for special audits, reviews, investigations and other procedures and to retain its own special legal counsel and other experts or consultants as it deems necessary or appropriate to assist in the full performance of its functions. The Company shall provide for appropriate funding, as determined by the Committee, for payment of any costs incurred by the Committee. In retaining a consultant, outside legal counsel or other adviser, the Committee will consider the independence of such consultant, outside legal counsel

or other adviser in accordance with the factors set forth in Rule 10C-1(b)(4) promulgated under the Securities Exchange Act of 1934, as amended. The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

Purposes of the Committee

The purposes of the Committee are to assist the Board in fulfilling its oversight over:

1. the integrity of the financial statements, internal accounting, financial controls, disclosure controls and financial reporting processes of the Company;
2. the independent auditor's qualifications and independence;
3. the Company's compliance and legal and regulatory requirements;
4. the performance of the independent auditors and the Company's internal controls and audit function (if applicable);
5. material aspects of the Company's accounting and financial reporting;
6. the implementation of the Company's Valuation Policy; and
7. compliance with the Company's Code of Business Conduct and Ethics.

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. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The Company's independent auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements, reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company. 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, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board), and (iii) representations made by management as to any information technology, internal audit and other non-audit services provided by the auditors to the Company. In addition, the Committee shall oversee the implementation of the Company's Valuation Policy. The Board has delegated to the Committee the responsibility of recommending to the Board the fair value of the Company's investment portfolio or other assets in compliance with the requirements of the 1940 Act.

Duties and Powers of the Committee

To carry out its purposes, and without limiting the generality of the preceding provisions, the Committee shall have the following duties and powers to the extent it deems necessary or appropriate:

1. With respect to the independent auditor,
 - (i) to appoint, determine funding for, and oversee the outside auditors (including resolving disagreements between management and the outside auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;
 - (ii) to require that the outside auditors prepare and deliver annually a formal written statement delineating all relationships between the outside auditors and the Company (“Statement as to Independence”), consistent with Independence Standards Board No. 1 (it being understood that the outside auditors are responsible for the accuracy and completeness of the Statement as to Independence);
 - (iii) to pre-approve the independent auditors’ provision of (a) all audit, review and attest engagements required under the securities laws; and (b) all permitted non-audit services to the Company, and to consider the effect on the independence of the independent auditors of any such services (it being understood that the Committee will rely on the accuracy of the information provided by the independent auditors as to the services provided and the fees paid and will rely on the representations of management in connection with such consideration);
 - (iv) to review a formal written statement, received from the outside auditors annually, of the fees billed for each of the following categories of services rendered by the outside auditors:
 - the audit of the Company’s annual financial statements for the most recent fiscal year and the reviews of the financial statements included in the Company’s Quarterly Reports on Form 10-Q for that fiscal year;
 - tax services for the most recent fiscal year, in the aggregate and by each service; and
 - all other services rendered by the outside auditors for the most recent fiscal year, in the aggregate and by each service;
 - (v) to instruct the independent auditors that the independent auditors are ultimately responsible to, and shall report directly to, the Committee;
 - (vi) to assess the independent auditor’s qualifications, performance and independence, including consideration of the opinion of management and

the internal auditor (if applicable), and to remove the independent auditor if circumstances warrant. Lead audit partner rotation should also be discussed as necessary or appropriate. The results of the process set forth in the two preceding sentences should be reported to the entire Board;

- (vii) to receive in its private meetings the opinion of the independent auditors on their evaluation of the quality of accounting principles used and the reasonableness of significant judgments made by management as it falls within the scope of their duties, and discuss any problems or difficulties that were encountered during the audit and any significant disagreements with management, including any waived audit adjustments;
- (viii) at least annually, to receive and review a report by the independent auditors describing:
 - the firm's internal quality-control procedure;
 - 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, within the preceding five years, respecting one or more independent audits carried on by the firm, and any steps taken to deal with any such issues; and
 - all relationships between the independent auditors and the Company in order to assess the independent auditors' independence;
- (ix) to set policies for the Company's hiring of employees or former employees of the independent auditors who were engaged on the Company's account;
- (x) to obtain prompt notification of any material issue on which the national office of the independent auditors was consulted and receive a quarterly report on matters discussed by the independent auditors with its national office during the quarter regarding the Company; and
- (xi) to prepare and publish an audit committee report in the Company's proxy statement.

2. With respect to financial reporting processes, principles and policies and internal controls and procedures,

- (i) to advise management and the independent auditors that they are expected to provide to the Committee a timely analysis of significant financial reporting issues and practices;
- (ii) to discuss all related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K, and to understand the controls in place with respect to such related parties and any transactions with such parties;

- (iii) to discuss any reports or communications (and management's responses thereto) submitted to the Committee by the independent auditors required by or referred to in SAS 61 as amended by AU Section 360, as adopted by the PCAOB. In addition, discuss the management letter provided by the independent auditor and the Company's response to that letter;
- (iv) to inquire about significant business risks and exposure, if any, and the steps taken to monitor and minimize such risks; and
- (v) prior to approving the filing of the Company's Form 10-K or Form 10-Q and related earnings releases, to meet with management and the independent auditors in order to:
 - (a) discuss the results of the annual audit and timely quarterly reviews by the independent auditors, and review the form of opinion the independent auditors propose to render to the Board of the Company;
 - (b) discuss the development, selection and disclosure of critical accounting estimates and critical accounting policies, and any significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the independent auditors or management;
 - (c) discuss alternative accounting treatments that were discussed with management (including their ramifications and the independent auditor's preferred treatment), and analyses of the effect of alternate assumptions, estimates or GAAP methods on the Company's financial statement;
 - (d) discuss other written communications between the independent auditor and management;
 - (e) discuss significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements;
 - (f) discuss any issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - (g) discuss the scope of and plan for the annual audit;
 - (h) discuss any other significant matters arising from any audit, report or communication, whether by management or the independent auditors, relating to the Company's financial statements, accounting, internal controls or audit matters;

- (i) review disclosures made to the Committee by the Company's CEO and CFO, during their certification process for the Form 10-K and Form 10-Q, about any significant deficiencies and 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 data, and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls;
 - (j) obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934; and
 - (k) discuss with the Company's legal counsel any significant legal matters that may have a material effect on the financial statements, the Company's compliance policies, including material notices to or inquiries received from governmental agencies.
- 3. To establish procedures, under the Company's Code of Business Conduct and Ethics, the Whistleblower Policy (attached hereto as Exhibit B) or otherwise, for:
 - (i) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
 - (ii) the receipt, retention, investigation and treatment of complaints received by the Company; and
 - (ii) full and independent access by the Committee to such complaints.
- 4. To discuss as appropriate the need for an internal audit department and how the internal audit function is being fulfilled in the absence of a formal internal audit department.
- 5. With respect to reporting and recommendations,
 - (i) to review this Charter at least annually and recommend any changes to the full Board for approval;
 - (ii) to discuss with the Board the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics;
- (i) to prepare any report or other disclosures, including any recommendation of the Committee, required by the rules of the SEC;

- (iv) 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 and appropriate, including recommending to the Board whether the audited financial statements should be included in the Company's Form 10-K; and
 - (v) to discuss earnings press releases and financial information provided to analysts and rating agencies, at least generally, but not necessarily in advance of each release of information.
5. With respect to implementing the Valuation Policy,
- (i) determine the fair value of the Company's securities or other assets in compliance with the 1940 Act and take such action as may be required;
 - (ii) review, if deemed appropriate by the Committee, any reports prepared by a third party valuation firm in connection with a review of fair value recommendations and underlying valuation techniques in order to provide assurance on the valuations;
 - (iii) consider all appropriate factors relevant to the value of securities for which market quotations are not readily available and determine the method of arriving at the fair value of each such security;
 - (v) appoint such persons to assist the Committee as it deems necessary to determine the value of any security and to make the actual calculations pursuant to the Committee's direction; and
 - (vi) regularly review the appropriateness of the method used in valuing each security in the Company's portfolio.
6. With respect to the foregoing, to perform any other activities consistent with this Committee Charter, the Company's governing documents, the Nasdaq Listing Rules, and governing law as the Committee or the Board deems necessary or appropriate.

Selection of Independent Auditors

The Committee has the sole authority to recommend to the Board the selection, retention and, when appropriate, replacement of the independent auditors of the Company and in the determination and pre-approval of audit engagement fees and non-audit engagements and fees. The independent auditors for the Company are ultimately accountable to the Committee.

Meetings

The Committee shall meet as often as it determines, but not less frequently than quarterly, to discuss with management, the independent auditor and the individuals responsible for the

internal audit function, 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 Operation" and any other matters required to be reviewed under applicable legal, regulatory, or Nasdaq requirements, as well as to determine the fair value of the Company's investment portfolio or other assets as necessary and in accordance with the Valuation Policy. A quarterly meeting to consider new valuations presented by Oak Hill Advisors, L.P. (the "Advisor") made in accordance with the Valuation Policy shall be held sufficiently in advance of the date the Company is required to file its Quarterly Reports on Form 10-Q and Annual Report on Form 10-K so that the Committee's recommendation as to the fair value of the Company's securities may be properly reflected in such reports. The Chairman of the Committee may call special meetings at any time. Personal written, personal telephonic, telegraphic, or facsimile transmission (confirmed by telephone) notice of any special meeting of the Committee shall be given to each member at least 24 hours prior to the time of the meeting. The Committee may request on an unrestricted basis that any officer or employee of the Company or the Company's outside counsel or independent auditors attend a meeting of the Committee or meet with any members of, or consultants to, the Committee. The Chairman may represent the Committee in preliminary reviews of Form 10-Qs and other matters, including the approvals required between Committee meeting dates, as agreed by the Committee. Any action taken by the Chairman pursuant to the preceding sentence and any action taken between meetings shall be ratified by the full Committee at the next Committee meeting. The Committee shall report its actions and any recommendations to the Board after each meeting of the Committee, directly or through the Chairman.

Procedure; Quorum

The Committee shall keep regular minutes of its proceedings and report the same to the Board when requested, shall fix its own rules or procedures, and shall meet at such times and at such place or places as may be provided by this charter or such rules, or by resolution of the Committee, or resolution of the Board. At every meeting of the Committee, the presence of a majority of all the members shall constitute a quorum and the affirmative vote of a majority of the members present shall be necessary for the adoption by the Committee of any resolution. Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person and attendance at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. If a quorum shall not be present at any meeting of the Committee, the members present thereat may adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall be present.

Action Without Meeting

Unless otherwise restricted by the Articles of Incorporation or Bylaws of the Company (each as may be amended and/or restated from time to time), any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a written consent thereto is signed by all members of the Committee and such written consent is filed with the

minutes of proceedings of the Committee. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Compensation

Members of the Committee shall receive no compensation other than payment for Committee service. Such compensation for attending Committee meetings shall be set by the Board from time to time.

Annual Review

At least once each year the Committee and the Board shall:

- Review and reassess the adequacy of this charter and make appropriate changes; and
- Confirm the independence of the members of the Committee.

Exhibit B

Whistleblower Policy

WHISTLEBLOWER “OPEN DOOR” POLICY Submission of Comments to Audit Committee

OHA Investment Corporation (the “Company”) encourages its officers, directors and personnel of the Company’s investment adviser who perform services for the Company (“Personnel”) to maintain open lines of communication and share comments they may have with members of management and if necessary, with the board of directors of the Company. Feedback from Personnel on matters related to their employment or the Company’s operations including its financial statement disclosures, accounting, internal accounting controls or auditing matters is greatly appreciated and helps to build a stronger organization. Personnel should report suspected violations of applicable laws, rules, regulations, or the Code of Business Conduct and Ethics to the Chief Compliance Officer.

The Company maintains a policy that provides that Personnel of the Company may submit, on a confidential, anonymous basis if the Personnel so desires, comments related to, among other things, financial statement disclosures, accounting, internal accounting controls or auditing matters. Such comments should be set forth in writing, sealed in an envelope or submitted via e-mail, and addressed to the Chief Compliance Officer. Personnel may also deliver such envelopes in the Company’s internal mail system or deliver it by hand to the Chief Compliance Officer, who will deliver it unopened to the Chairman of the Audit Committee. If Personnel would like to discuss matters with the Audit Committee, the Personnel should indicate this in the submission and include a telephone number at which he or she may be contacted if the Audit Committee deems it appropriate.

The Audit Committee reviews and considers such comments that it has received and may take action that it deems appropriate in order to respond thereto. The Audit Committee may request special treatment for a comment including the retention of outside counsel or other advisors. The Audit Committee retains such comments for a period of no less than five years.

The Company’s Code of Business Conduct and Ethics prohibits any Personnel from retaliating or taking any adverse action against anyone for raising or helping to resolve business conduct or ethical concerns.