

GOOD HARBOR PARTNERS ACQUISITION CORP.

AUDIT COMMITTEE CHARTER

The board of directors (the “Board”) of Good Harbor Partners Acquisition Corp. (the “Company”) hereby establishes the Audit Committee of the Board with the following purpose, authority, powers, duties and responsibilities.

I. Purpose

The purpose of the Audit Committee is to represent and assist the Board of the Company in its general oversight of the Company’s accounting and financial reporting processes, audits of the financial statements, and internal control and audit functions by reviewing: the financial reports and other financial information provided by the Company to any governmental body, regulatory authority or the public; the Company’s systems of internal controls regarding finance, accounting and legal compliance that management and the Board have established; and the Company’s auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Audit Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting process, audits of financial statements and internal control system;
- Review and appraise the audit efforts of the Company’s independent registered public accounting firm (the “Independent Auditor”) and internal finance department; and
- Provide an open avenue of communication among the Independent Auditor, financial and senior management, the internal finance department, and the Board.

The Audit Committee members are not required to be professional accountants or auditors and their functions are not intended to duplicate or to certify the activities of management and the Independent Auditor, nor can the Audit Committee certify that the Independent Auditor is “independent” under applicable rules. The Audit 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 Independent Auditor, taking into account the information it receives, discussions with the Independent Auditor, and the experience of the Committee’s members in business, financial and accounting matters.

The Audit Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section III.

II. Membership and Structure

The Committee shall consist of three or more directors as determined by the Board, each of whom shall meet the independence and experience requirements of the Nasdaq Stock Market, as applicable, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission, *provided, however*, that non-independent directors may serve on the Committee if deemed necessary by the Board. At least one member of the Committee shall, as determined by the Board, qualify as an “audit committee financial expert,” as defined in Item 401(h) of Regulation S-K under the Exchange Act.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board. The Board may, at any time and in its sole discretion, replace a Committee member. A Chairman of the Committee shall be elected by the full Board.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with management and the Independent Auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee should meet with the Independent Auditor and management quarterly to review the corporation’s financial statements and the Company’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s SEC reports consistent with Section III below.

III. Responsibilities

The Audit Committee:

- is directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Auditor (including the resolution of disagreements between management and the Independent Auditor regarding financial reporting). The Independent Auditor shall report directly to the Audit Committee and have ultimate accountability to the Audit Committee.
- reviews this Charter of the Audit Committee, at least annually, as conditions dictate, and updates it as appropriate.
- reviews and discusses with the Independent Auditor the written statement from the Independent Auditor concerning any relationship between the Independent Auditor and the Company or any other relationships that may adversely affect the independence of the Independent Auditor consistent with Independence Standards Board (“ISB”) Standard 1, and, based on such review, assesses the independence of the Independent Auditor.
- reviews and discusses with the Independent Auditor annually the matters required to be discussed by applicable Statements on Audited Standards, as they may be modified or supplemented.

- establishes policies and procedures for the review and pre-approval by the Audit Committee of all auditing services and permissible non-audit services (including the fees and terms thereof) to be performed by the Independent Auditor, to the extent required by Section 202 of the Sarbanes-Oxley Act.
- reviews and discusses with the Independent Auditor on a timely basis: (a) its audit plans, and audit procedures, including the scope, fees and timing of the audit; (b) the results of the annual audit examination and accompanying management letters; and (c) the results of the Independent Auditor's procedures with respect to interim periods.
- reviews and discusses with the Independent Auditor on a timely basis (a) all critical accounting policies and practices used by the Company, (b) alternative accounting treatments within generally accepted auditing standards in the United States ("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, such as any management letter or schedule of unadjusted differences.
- reviews and discusses with the Independent Auditor on a timely basis the Independent Auditor's judgments as to the quality, not just the acceptability, of the Company's accounting principles, financial reporting processes, both internal and external, and such further matters as the Independent Auditor presents the Audit Committee under generally accepted auditing standards.
- discusses with the Company's officers and the Independent Auditor quarterly earnings press releases, including the interim financial information and other disclosures included therein, reviews the year-end audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and, if deemed appropriate, recommends to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year.
- reviews and discusses with the Company's officers 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 the Company's officers and the Independent Auditors.
- reviews and discusses with the Company's officers and the Company's major financial risk exposures and the steps the Company's officers have taken to monitor and control such exposures.
- reviews and approves related-party transactions.

- reviews and discusses with the Independent Auditor, and the Company's officers: (a) the adequacy and effectiveness of the company's internal controls (including any significant deficiencies and significant changes in internal controls reported to the Committee by the Independent Auditor or management); (b) the Company's internal audit procedures; and (c) the adequacy and effectiveness of the Company's disclosures controls and procedures, and management reports thereon.
- reviews annually with the Company's officers the scope of the internal audit program, and reviews annually the performance of both the internal audit group and the Independent Auditor in executing their plans and meeting their objectives.
- reviews the use of auditors other than the Independent Auditor.
- establishes procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- establishes policies for the hiring of employees and former employees of the Independent Auditor.
- establishes regular and separate systems of reporting to the Audit Committee by each of management and the Independent Auditor regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
- following completion of the annual audit, reviews separately with each of management and the Independent Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- reviews any significant disagreement among management and the Independent Auditor in connection with the preparation of the financial statements.
- reviews with the Independent Auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Audit Committee.)
- ensures that management has the proper review system in place to ensure that Company's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.

- reviews activities, organizational structure, and qualifications of the internal finance department.
- reviews, with the Company's counsel, legal compliance matters including corporate securities trading policies.
- reviews, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.
- publishes the report of the Audit Committee required by the rules of the United States Securities and Exchange Commission to be included in the Company's annual proxy statement.
- when appropriate, designates one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Audit Committee as the Audit Committee shall direct.
- performs any other activities consistent with this Charter of the Audit Committee, the Company's By-laws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

IV. Advisors and Funding

The Audit Committee shall have the authority to retain independent legal counsel and independent accountants and other advisors as it deems necessary and appropriate to carry out its duties and responsibilities hereunder. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to the independent accounting firm employed by the corporation to render or issue an audit report, (ii) compensation to the advisors referred to in the immediately preceding sentence employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary of appropriate in carrying out its duties.