NORTHEAST BANK

AUDIT COMMITTEE CHARTER

I. General Statement of Purpose

The purposes of the Audit Committee of the Board of Directors (the "Audit Committee") of Northeast Bank (the "Bank") are to:

- oversee the financial and regulatory reporting of the Bank and the corresponding audits and reviews of the Bank's financial statements and internal controls over financial reporting;
- take, or recommend that the Board of Directors of the Bank (the "Board") take, appropriate action to oversee the qualifications, independence and performance of the Bank's independent auditors;
- oversee the audits performed by the Bank's internal audit function;
- evaluate the performance of the Bank's internal audit function; and
- prepare the report required by the Bank's primary federal regulator, including in accordance with any applied rules of the Securities and Exchange Commission (collectively, the "SEC"), to be included in the Bank's annual proxy statement.

II. Composition

The Audit Committee shall consist of at least three (3) members of the Board, each of whom must (1) be "independent" as defined in Rule 5605(a)(2) of the NASDAQ Listing Rules; (2) meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act; (3) be an "outside director," as that term is used in 12 C.F.R. § 363.5; and (4) not have participated in the preparation of the financial statements of the Bank or a current subsidiary of the Bank at any time during the past three years.

Notwithstanding the foregoing, one director who (1) is not "independent" as defined in Rule 5605(a)(2) of the NASDAQ Listing Rules; (2) satisfies the criteria for independence set forth in Section 10A(m)(3) of the Exchange Act and the rules thereunder; and (3) is not a current officer or employee or a Family Member (as defined in Rule 5605(a)(2) of the NASDAQ Listing Rules) of such officer or employee, may be appointed to the Audit Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Audit Committee by the individual is required by the best interests of the Bank and its shareholders, and the Board discloses, in the next annual proxy statement subsequent to such determination (or, if the Bank does not file a proxy statement, in its Form 10-K or 20-F), the nature of the relationship and the reasons for that determination. A member appointed under this exception may not serve on the Audit Committee for more than two years and may not chair the Audit Committee.

Each member of the Audit Committee must be able to read and understand financial statements, including a company's balance sheet, income statement, and cash flow statement. At least one member of the Audit Committee shall have past employment experience in finance or

accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities. At least one member of the Audit Committee shall qualify as an "audit committee financial expert" under the rules promulgated by the SEC.

The Nominating and Corporate Governance Committee shall recommend to the Board nominees for appointment to the Audit Committee annually and as vacancies or newly created positions occur. The members of the Audit Committee shall be appointed annually by the Board and may be replaced or removed by the Board with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Audit Committee. Any vacancy on the Audit Committee, occurring for whatever reason, may be filled only by the Board. The Board shall designate one member of the Audit Committee to be Chairperson of the Audit Committee.

III. Compensation

A member of the Audit Committee may not, other than in his or her capacity as a member of the Audit Committee, the Board, or any other committee established by the Board, receive directly or indirectly any consulting, advisory, or other compensatory fee from the Bank. A member of the Audit Committee may receive additional directors' fees to compensate such member for the significant time and effort expended by such member to fulfill his or her duties as an Audit Committee member.

IV. Meetings

The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. A majority of the members of the Audit Committee shall constitute a quorum for purposes of holding a meeting and the Audit Committee may act by a vote of a majority of the members present at such meeting. In lieu of a meeting, the Audit Committee may act by unanimous written consent. The Chairperson of the Audit Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter. The Audit Committee shall maintain minutes and other relevant records of its meetings and decisions.

V. Responsibilities and Authority

A. Review of Charter

- The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Audit Committee deems appropriate.

B. Annual Performance Evaluation of the Audit Committee

- At least annually, the Audit Committee shall evaluate its own performance and report the

results of such evaluation to the Board.

C. Matters Relating to Selection, Performance, and Independence of Independent Auditors

- The Audit Committee shall be directly responsible for the appointment, retention, and termination, and for determining the compensation, of the Bank's independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Bank. The Audit Committee shall ensure that any engagement letter with an independent auditor satisfies the requirements of 12 C.F.R. § 363.5(c). The Audit Committee may consult with management in fulfilling these duties, but may not delegate these responsibilities to management.

- The Audit Committee shall be directly responsible for oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Bank.

- The Audit Committee shall instruct the independent auditors that the independent auditors shall report directly to the Audit Committee.

- The Audit Committee shall pre-approve all audit services and the terms thereof (which may include providing comfort letters in connection with securities underwritings) and non-audit services (other than non-audit services prohibited under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board (the "PCAOB")) to be provided to the Bank by the independent auditors; provided, however, the pre-approval requirement is waived with respect to the provision of non-audit services for the Bank if the "*de minimus*" provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied. This authority to pre-approve non-audit services may be delegated to one or more members of the Audit Committee, who shall present all decisions to pre-approve an activity to the full Audit Committee at its first meeting following such decision.

- The Audit Committee shall review and approve the scope and staffing of the independent auditors' annual audit plan(s).

- The Audit Committee shall (1) request that the independent auditors provide the Audit Committee with the written disclosures and the letter required by PCAOB Rule 3526 ("Rule 3526"), (2) require that the independent auditors submit to the Audit Committee at least annually a formal written statement describing all relationships between the independent auditors or any of its affiliates and the Bank or persons in financial reporting oversight roles at the Bank that might reasonably be thought to bear on the independence of the independent auditors, (3) discuss with the independent auditors the potential effects of any disclosed relationships or services on the objectivity and independence of the independent auditors, (4) require that the independent auditors provide to the Audit Committee written affirmation that the independent auditor is, as of the date of the affirmation, independent in compliance with PCAOB Rule 3520, and (5) based on such disclosures, statement, discussion and affirmation, take or recommend that the Board take appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence. In

addition, before approving the initial engagement of any independent auditor, the Audit Committee shall receive, review and discuss with the independent auditors all information required by, and otherwise take all actions necessary for compliance with the requirements of, PCAOB Rule 3526. References to rules of the PCAOB shall be deemed to refer to such rules and to any substantially equivalent rules adopted to replace such rules, in each case as subsequently amended, modified or supplemented.

- The Audit Committee may consider whether the provision of the services covered in Items 9(e)(2) and 9(e)(3) of Regulation 14A of the Exchange Act (or any successor provision) is compatible with maintaining the independent auditor's independence.

- The Audit Committee shall evaluate the independent auditor's qualifications, performance, and independence, and shall present its conclusions with respect to the independent auditors to the full Board. As part of such evaluation, at least annually, the Audit Committee shall:

    - obtain and review a report or reports from the independent auditors describing (1) the auditor's internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review or peer review of the auditors or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditors, and any steps taken to address any such issues, and (3) in order to assess the auditor's independence, all relationships between the independent auditors and the Bank;

    - review and evaluate the performance of the independent auditors and the lead partner (and the Audit Committee may review and evaluate the performance of other members of the independent auditor's audit staff); and

    - assure the regular rotation of the audit partners (including, without limitation, the lead and concurring partners) as required under the Exchange Act and Regulation S-X.

  In this regard, the Audit Committee shall also (1) seek the opinion of management and the internal auditors of the independent auditor's performance, and (2) consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm.

- The Audit Committee may establish, or recommend to the Board, policies with respect to the potential hiring of current or former employees of the independent auditors.

D. Audited Financial Statements and Annual Audit

- The Audit Committee shall review the overall audit plan (both internal and external) with the independent auditors and the members of management who are responsible for preparing the Bank's financial statements, including the Bank's Chief Financial Officer and/or principal accounting officer or principal financial officer (the Chief Financial Officer and such other officer or officers are referred to herein collectively as the "Senior

Accounting Executive").

- The Audit Committee shall review and discuss with management (including the Bank's Senior Accounting Executive) and with the independent auditors the Bank's annual audited financial statements and other pertinent Items within the Bank's Annual Report on Form 10-K including, but not limited to, (a) Critical Accounting Policies and Estimates used or to be used by the Bank, (b) Management's Discussion and Analysis of Financial Condition and Results of Operations, and (c) any significant financial reporting issues that have arisen in connection with the preparation of such audited financial statements in each case, prior to the filing of the Bank's Annual Report on Form 10-K.

- The Audit Committee must review:

  (i) any analyses prepared by management, the internal auditors, and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. The Audit Committee may consider the ramifications of the use of such alternative disclosures and treatments on the financial statements, and the treatment preferred by the independent auditors. The Audit Committee may also consider other material written communications between the registered public accounting firm and management, such as any management letter or schedule of unadjusted differences;

  (ii) major issues as to the adequacy of the Bank's internal controls and any special audit steps adopted in light of material control deficiencies;

  (iii) major issues regarding accounting principles and procedures and financial statement presentations, including any significant changes in the Bank's selection or application of accounting principles; and

  (iv) the effects of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of the Bank.

- The Audit Committee shall review and discuss with the independent auditors (outside of the presence of management) how the independent auditors plan to handle their responsibilities under the Private Securities Litigation Reform Act of 1995, and request assurance from the independent auditors that Section 10A(b) of the Exchange Act has not been implicated.

  The Audit Committee shall review and discuss with the independent auditors (outside of the presence of management as necessary) any audit problems or difficulties and management's response thereto. This review shall include: (1) any difficulties encountered by the independent auditors in the course of performing their audit work, including any restrictions on the scope of their activities or their access to information; (2) any significant disagreements with management; and (3) a discussion of the responsibilities, budget and staffing of the Bank's internal audit function. This review may also include:

  (i) any accounting adjustments that were noted or proposed by the independent

auditors but were "passed" (as immaterial or otherwise);

(ii) any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement; and

(iii) any management or internal control letter issued, or proposed to be issued, by the independent auditors.

- The Audit Committee shall discuss with the independent auditors those matters brought to the attention of the Audit Committee by the independent auditors pursuant to PCAOB Auditing Standard 1301 ("AS 1301").

- The Audit Committee shall also review and discuss with the independent auditors the report required to be delivered by such auditors pursuant to Section 10A(k) of the Exchange Act.

- If brought to the attention of the Audit Committee, the Audit Committee shall discuss with the Chief Executive Officer and Chief Financial Officer of the Bank (1) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Bank's ability to record, process, summarize, and report financial information required to be disclosed by the Bank in the reports that it files or submits under the Exchange Act, within the time periods specified in the SEC's rules and forms, and (2) any fraud involving management or other employees who have a significant role in the Bank's internal control over financial reporting.

- Based on the Audit Committee's review and discussions (1) with management of the audited financial statements, (2) with the independent auditors of the matters required to be discussed by AS 1301, and (3) with the independent auditors concerning the independent auditor's independence, the Audit Committee shall make a recommendation to the Board as to whether the Bank's audited financial statements should be included in the Bank's Annual Report on Form 10-K for the last fiscal year.

- The Audit Committee shall prepare the Audit Committee report required by Item 407(d) of Regulation S-K of the Exchange Act (or any successor provision) to be included in the Bank's annual proxy statement.

E. Internal Audit Function

- The Bank currently outsources the internal audit function to firm(s) with bank internal audit expertise. The Audit Committee shall be responsible for the due diligence and appointment of qualified service providers, their retention and termination, and for determining their compensation.

- The internal auditors will report directly to the Audit Committee and administratively to the Internal Audit Manager appointed by the Audit Committee.

- At least annually, the Audit Committee shall evaluate the performance, responsibilities, budget, and staffing of the Bank's internal audit function; review the internal audit plan and the risk assessment methodology behind plan development; and approve the internal audit plan. The evaluation may include a review of the responsibilities, budget, and staffing of the Bank's internal audit function with the independent auditors.

- The Audit Committee shall be responsible for the designation and appointment of a Bank manager, with sufficient knowledge and experience but no responsibility for operating the Bank's system of internal controls, to serve as the Internal Audit Manager, in accordance with Section 5000 – Statement of Policy – *Interagency Policy Statement of the Internal Audit Function and Its Outsourcing* and control environment principles as stated in the *Committee of Sponsoring Organizations of the Treadway Commission ("COSO") Framework of 2013* . The Internal Audit Manager's responsibilities in overseeing the outsourced internal audit function include reviewing the audit scope and procedures to be performed, along with reporting the results of the audits, including findings, conclusions, and recommendations. The Internal Audit Manager will report directly to the Audit Committee on audit-related matters, and report otherwise to the President and Chief Executive Officer.

- At the regularly scheduled Audit Committee meetings, the Committee shall review and discuss with the internal auditors their reports of findings from the internal audits and evaluate the adequacy and timeliness of management's actions to address the reported conditions. The Audit Committee may meet with the internal auditors outside of the presence of management to discuss any problems or difficulties encountered in the course of performing their work. The internal auditors shall be instructed to report any significant internal control weaknesses or other matters to the Audit Committee Chairperson as soon as they are identified.

- The Audit Committee and Internal Audit Manager shall have a contingency plan to mitigate any significant discontinuity in audit coverage.

F. Unaudited Quarterly Financial Statements

- The Audit Committee shall discuss with management and the independent auditors, prior to the filing of the Bank's Quarterly Reports on Form 10-Q, (1) the Bank's quarterly financial statements and other pertinent Items within the Bank's Quarterly Report on Form 10-Q including, but not limited to Management's Discussion and Analysis of Financial Condition and Results of Operations, (2) such issues as may be brought to the Audit Committee's attention by the independent auditors pursuant to AS 1301, and (3) any significant financial reporting issues that have arisen in connection with the preparation of such financial statements.

G. Earnings Press Releases

- The Audit Committee shall discuss the Bank's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, including, in general, the types of information to be disclosed and the types of presentations to be made (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information).

H. Procedures for Addressing Complaints and Concerns

- The Audit Committee shall establish procedures for (1) the receipt, retention, and treatment of complaints received by the Bank regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission to an independent third party by employees of the Bank, without fear of reprisal, regarding good faith concerns with respect to accounting or auditing matters.

- The Audit Committee may review and reassess the adequacy of these procedures periodically and adopt any changes to such procedures that the Audit Committee deems necessary or appropriate.

I. Regular Reports to the Board

- The Audit Committee shall regularly report to and review with the Board any issues that arise with respect to the quality or integrity of the Bank's financial statements, the Bank's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, the performance of the internal audit function, and any other matters that the Audit Committee deems appropriate or is requested to review for the benefit of the Board.

VI. Additional Authority

The Audit Committee is authorized, on behalf of the Board, to do any of the following as it deems necessary or appropriate:

A. Engagement of Advisors

- The Audit Committee may engage independent counsel and such other advisors it deems necessary or advisable to carry out its responsibilities and powers, and, if such counsel or other advisors are engaged, shall determine the compensation or fees payable to such counsel or other advisors.

B. Conflicts of Interest

- The Audit Committee shall conduct an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis, and the approval of the Audit Committee shall be required for all such transactions. Transactions so approved by the Audit Committee will then be referred to the full Board for its review. The Audit Committee may establish such policies and procedures as it deems appropriate to facilitate such review.

C. General

- The Audit Committee may form and delegate authority to subcommittees consisting of one or more of its members as the Audit Committee deems appropriate to carry out its responsibilities and exercise its powers.

- The Audit Committee may perform such other oversight functions outside of its stated purpose as may be requested by the Board from time to time.

- In performing its oversight function, the Audit Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management, the independent auditors, and such experts, advisors, and professionals as may be consulted with by the Audit Committee.

- The Audit Committee is authorized to request that any officer or employee of the Bank, the Bank's outside legal counsel, the Bank's independent auditors or any other professional retained by the Bank to render advice to the Bank attend a meeting of the Audit Committee or meet with any members of or advisors to the Audit Committee.

- The Audit Committee is authorized to incur such ordinary administrative expenses as are necessary or appropriate in carrying out its duties.

Notwithstanding the responsibilities and powers of the Audit Committee set forth in this Charter, the Audit Committee does not have the responsibility of planning or conducting audits of the Bank's financial statements or determining whether the Bank's financial statements are complete, accurate, and in accordance with GAAP. The Bank's financial statements are the responsibility of the Bank's management, and it is the responsibility of the independent auditors to express an opinion on the Bank's financial statements based on their audits. In addition, it is not the duty of the Audit Committee to ensure compliance with laws and regulations or the Bank's Code of Ethics. Such responsibilities are carried out by management as directed by policies approved by the Board of Directors.