

**CORE MOLDING TECHNOLOGIES, INC.**  
**AUDIT COMMITTEE CHARTER**

The Audit Committee is appointed by the Board of Directors of Core Molding Technologies, Inc. (the “Corporation”) to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting processes and practices of the Corporation and the audits of the Corporation’s financial statements and for other such duties as directed by the Board.

The membership of the committee shall consist of at least three independent directors who are generally knowledgeable in financial and auditing matters, including at least one member with accounting or related financial management expertise. Once a year, there will be a written affirmation of compliance to the NYSE MKT LLC stock exchange, or any successor exchange on which the Corporation’s securities are listed (the “Stock Exchange”) on the financial literacy of all Audit Committee members and the financial management expertise of one member. Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment, and shall meet the composition requirements as set forth in the Audit Committee standards of the Stock Exchange and as both may be amended over time. One of the Audit Committee members shall be appointed by the Board to chair the Audit Committee. He or she shall be responsible for leadership of the committee, including reviewing the agenda, presiding over the meetings, making committee assignments and reporting to the Board of Directors. The chairperson will also maintain regular liaison with the management of the corporation, and the lead independent audit partner.

The committee shall meet on at least a quarterly basis or more frequently at the discretion of the chairperson of the committee, as circumstances require. A majority of the committee will comprise a quorum when all committee members are unable to attend a meeting. As part of fostering open communication, the committee should meet at least annually with management and the independent accountants in executive sessions to discuss any matters that the committee or each of these groups believe should be discussed privately.

The committee is empowered to investigate any matter brought to its attention, with full power to retain outside counsel or other experts for this purpose. In carrying out these responsibilities, the committee shall have full access to the independent public accountants, the general counsel, any of the Corporation’s non-employee attorneys and advisors, and executive and financial management in scheduled joint sessions or private meetings. Additionally the committee shall have full access to all books, records and facilities. Similarly, the Corporation’s independent public accountants, general counsel, and executive and financial management will have full access to the committee and to the Board and each is responsible for bringing before this committee or its Chair in a timely manner any matter he/she feels appropriate to the discharge of the committee’s responsibility.

The committee will reassess the Charter annually and present it to the Board for its formal review and approval. There will be an annual written affirmation of compliance addressed to the Stock Exchange that the Board has approved the Charter. The committee will publish an annual statement in the proxy statement, which sets forth the composition of the committee along

with a discussion of the actions taken during the year. In addition, the Charter will be published in the annual report or proxy statement every year.

The function of the committee shall be to advise Management and to exercise the following powers and duties with respect to the following matters involving the Corporation and, unless otherwise specified, any of its direct or indirect subsidiaries:

1. Review the Corporation's annual financial statements, annual reports, registration statements, and material amendments to any of them, as filed with the U.S. Securities and Exchange Commission (the "SEC"); and recommend to the Board the inclusion of the Corporation's audited financial statements in the Corporation's annual report on Form 10-K. The review shall include consideration of the quality, not just acceptability, of the Corporation's accounting principles as applied in its financial reporting.
2. Review with management and the independent auditor the quarterly financial information prior to the Corporation's filing of the Form 10-Q.
3. Review the Corporation's programs for compliance with the financial disclosure requirements of applicable law and regulatory authority.
4. Review the auditing of the Corporation's accounts with the independent public accountant, including all critical accounting policies and practices used in the audit, all alternative treatments of financial information within generally accepted accounting practices that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors, other material written communications between the auditors and management, the plan, and the results of their auditing engagements, including any audit problems, significant disagreements, internal controls weaknesses, major issues, significant matters requiring consultation with other accountants, or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information, and management's response. The committee shall also review any "management" or "internal control" letters issued or proposed to be issued by the auditor to the Corporation.
5. Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation or the financial statements of the Corporation, with each such registered public accounting firm reporting directly to the committee, and at least annually, evaluate the independent public accountant's qualifications, performance and independence, taking into account the opinion of management. In so doing, the committee shall require the Corporation's independent auditors to submit, on an annual basis, a formal written statement setting forth all relationships between the

independent auditors and the Corporation, consistent with Independence Standards Board Standard 1. The committee shall also have responsibility for actively engaging in a dialogue with the Corporation's independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for taking or recommending that the Board take appropriate action to oversee the independence of the independent auditor. As part of this the committee shall: (i) set clear hiring policies for employees or former employees of the independent auditors; and (ii) determine that the independent audit firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account. The independent public accountant is ultimately accountable to the Board and the committee.

6. Review the Corporation's processes to maintain an adequate system of internal controls.
7. Discuss with independent auditors, the Board and/or management, processes and programs for improvement, including steps to minimize any risk exposure. Further, the committee will meet separately with management and the independent auditors periodically to discuss the results of their examinations and whether there were any audit problems.
8. Pre-approve all audit and permitted non-audit and tax services that may be provided by the outside auditors, and establish policies and procedures for the committee's pre-approval of permitted services by the outside auditors on an ongoing basis.
9. Recommend any further action to the Board that the committee deems necessary.
10. Prepare its report to be included in the Corporation's annual proxy statements, as required by SEC regulations.
11. Discuss with management the status of pending litigation, taxation matters and other areas of oversight to the legal and compliance area as may be appropriate.
12. Present to the Board any proposal received from any shareholder concerning any of the foregoing matters, which the shareholder proposes to present for action by the Corporation's shareholders.
13. Perform such other duties and responsibilities as may be assigned to the committee by the Board.

The committee has the responsibility for ensuring that the Corporation has an effective compliance program in place, including legal and ethical compliance. As part of this the committee shall establish procedures for: (1) the receipt, retention and treatment of complaints received by the Corporation regarding ethical or compliance violations and/or accounting, internal accounting controls or auditing matters, and (2) the confidential, anonymous submission by Corporate employees of concerns regarding ethical or compliance violations, including questionable accounting or auditing matters. The Corporation shall maintain and publish a toll-

free number for receiving complaints regarding ethical or compliance violations. All such complaints will be reported to the committee. The committee shall also have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties, and the Corporation shall provide for appropriate funding, as determined by the committee, for the payment of (a) compensation for such independent counsel and advisors, (b) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, or (c) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

The committee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, which are prepared or presented by any of the following:

1. One or more directors, officers or employees of the Corporation who the member reasonably believes are reliable and competent in the matters prepared or presented.
2. Counsel, public accountants or other persons as to matters that the member reasonably believes are within the person's professional or expert competence.
3. Such other committees of the Board upon which the member does not serve, duly established in accordance with a provision of the articles or regulations of the Corporation, as to matters within its designated authority, which committee the member reasonably believes to merit confidence.

The committee is responsible for the duties set forth in this Charter but is not responsible for either the preparation of the financial statements or the auditing of the financial statements. Management has the responsibility for preparing the financial statements and implementing internal controls. The independent auditors have the responsibility for auditing the financial statements and monitoring the effectiveness of the internal controls. Management, the independent auditors and the committee work to ensure the effectiveness of internal controls and in bringing any material weaknesses to the attention of the appropriate parties. The committee is responsible for overseeing the entire process.

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