

SPECTRUM PHARMACEUTICALS, INC.

AUDIT COMMITTEE CHARTER

(Amended and Restated Effective September 21, 2018)

The Purpose of the Audit Committee

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Spectrum Pharmaceuticals, Inc. (the “**Company**”) is to represent and assist the Board in its general oversight of the Company’s accounting and financial reporting processes, audits of the financial statements, internal control and audit functions, and compliance with legal and regulatory requirements. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“**GAAP**”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditor is a registered public accounting firm (the “**independent auditor**”), and is responsible for performing an independent audit of and rendering an opinion on the financial statements of the Company in accordance with GAAP at each fiscal year end, and performing quarterly reviews of such financial statements.

The Committee members are not professional accountants or auditors and their functions are not intended to duplicate or to certify the activities of management or the independent auditor. The Committee serves a board level oversight role where it oversees the Company’s 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.

Each member of the Committee is entitled to rely on the integrity of those persons within the Company and the professionals and experts 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.

Membership and Structure

The Committee shall be comprised of at least three (3) directors, subject to any available exception. Each Committee member shall satisfy the independence requirements and financial literacy requirements set forth in the listing rules of The NASDAQ Stock Market (“**NASDAQ**”), and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “**SEC**”), subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one (1) member of the Committee shall have past employment experience in finance or accounting, professional certification in accounting or other comparable experience or background resulting in the individual being financially sophisticated, as determined by the Company, and no Committee member may have participated in the preparation of the financial statements of the Company or any of the Company’s current subsidiaries at any time during the past three years, each as required by the NASDAQ listing rules. In addition, at least one (1) member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. Each Committee member shall meet any other

requirements imposed by applicable laws, rules, regulations or listing standards to serve on the Committee, subject to applicable exemptions and transition provisions. Appointment to the Committee, including the designation of the Chair of the Committee, and the designation of any Committee member as an “audit committee financial expert,” shall be made by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board has the authority to remove members from the Committee in its sole discretion with or without cause. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Committee, the corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board.

The Committee shall meet at least quarterly and as often as necessary to carry out its duties at such times and places as the Committee shall determine, and shall also be able to take actions by written consent. Meetings may be held in person, telephonically or by video conferencing. The Committee shall periodically meet in executive session outside of the presence of any executive officer of the Company. The Chair of the Committee shall preside at each meeting (or, if absent, a designee member of the Committee) and shall report on activities of the Committee to the Board. A quorum of the Committee for the transaction of business will be a majority of its members. In fulfilling its responsibilities, the Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

Primary Responsibilities

The Committee shall:

- have the sole authority and is directly responsible for the appointment, compensation, retention, termination, replacement, evaluation and oversight of the work of the independent auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The independent auditor and any such other registered public accounting firm shall report directly to the Committee. The Committee’s authority includes resolution of disagreements between management and the independent auditor regarding financial reporting and the receipt of communications from the independent auditors as may be required under professional standards applicable to such auditors;
- ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, 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, and, if the Committee determines that further inquiry is advisable, take appropriate action in response to the independent auditor’s report to satisfy itself of the auditor’s independence;
- obtain and review a report by the Company’s independent auditors that describes (a) the accounting firm’s internal quality control procedures, and (b) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board (the “**PCAOB**”) review or inspection of the firm or by

any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues;

- review and discuss the Company's overall audit plan (both internal and external) with the independent auditor, management and any internal audit function that is responsible for preparing the Company's financial statements, and approve the independent auditor's annual audit plan;
- pre-approve all audit and non-audit services provided to the Company by the independent auditor or other registered public accounting firms, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules, and assess the impact of any permitted non-audit services on the independence of the auditor. The Committee may, in its sole discretion, establish written policies and procedures for the pre-approval of audit and non-audit service engagement arrangements, provided the policies are detailed as to the particular service, the Committee is informed of each service and the policies do not delegate the Committee's responsibilities to management, if any;
- periodically review and discuss with the independent auditor (a) the matters required to be discussed pursuant to existing professional standards (including the PCAOB's Auditing Standard No. 16, *Communications with Audit Committees*, as it may be modified or supplemented), and (b) any formal written statements received from the independent auditor consistent with and in satisfaction of the PCAOB's Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, as amended, including without limitation, descriptions of (x) all relationships between the independent auditor and the Company, (y) any disclosed relationships or services that may impact the independent auditor's objectivity and independence and (z) whether any of the Company's senior finance personnel were recently employed by the independent auditor;
- review the experience, qualifications and performance of the independent auditor's senior personnel that are providing audit services to the Company;
- review and discuss reports from the independent auditor on (a) all critical accounting policies and practices used by the Company, (b) alternative accounting treatments within 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;
- review and discuss with management and the independent auditor (a) unaudited interim financial information including the related notes, (b) audited annual financial information including the related notes, (c) the form of audit opinion to be issued by the independent auditor on the audited annual financial statements, and (d) "Management's Discussion and Analysis of Financial Condition and Results of Operations," and determine whether to recommend to the Board that the audited annual financial statements be included in the Company's Annual Report on Form

10-K each year;

- review and discuss with management and the independent auditor: (a) the adequacy and effectiveness of the Company's internal controls (including any significant deficiencies or material weaknesses) and significant changes in internal controls reported to the Committee by the independent auditor or management; (b) the Company's internal audit procedures; (c) the adequacy and effectiveness of the Company's disclosure controls and procedures, and management reports thereon; and (d) disclosure relating to the Company's internal controls to be included in filings with the SEC;
- review and discuss with management and the independent auditor: (a) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection and application of accounting principles; (b) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (c) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements;
- review and discuss with management and the independent auditor various topics and events that may have a significant financial impact on the Company or that are the subject of discussions between management and the independent auditor;
- review risks relating to financial statements, the auditing and financial reporting process, and key credit risks, liquidity risks and market risks and inquire of management, the members of the internal audit function and the independent auditor about the Company's major financial and auditing risks or exposures. The Committee shall discuss with management and, as appropriate, the internal audit function and/or independent auditor, the Company's risk management and risk assessment guidelines and policies relating to the Company's accounting and financial risk exposures and the steps management has taken to monitor and control such exposures. The Committee shall report the results to the Board;
- 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 Securities Exchange Act of 1934, as amended.
- discuss with attorneys any legal matters that might have a material impact on the financial statements;
- ensure that the independent auditor completes its audit partner rotation in conformance with applicable law;
- review and discuss with management published financial information and whether and to what extent earnings guidance and similar information shall be disclosed publicly by the Company. This may be conducted generally as to types of information and presentations, and need not include advance review of each publication or disclosure;

- review, approve and oversee any related-party transactions (as defined in the applicable SEC rules and regulations, including Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with the Company's policies and procedures, and develop policies and procedures for the Committee's approval of related-party transactions;
- establish and monitor procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Committee shall review any such complaints and submissions that have been received, including the current status and the resolution if one has been reached;
- review and approve on a periodic basis, as appropriate, the Company's investment policy;
- prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement;
- review and discuss with the Company's management and the independent auditor the reliability of the Company's forward-looking statements contained in quarterly and annual reports, proxy statements, and earnings press releases disseminated by the Company;
- review and discuss with the Company's management and the independent auditor any off-balance sheet transactions or structures and their effect on the Company's financial results and operations, as well as the disclosure regarding such transactions and structures in the Company's public filings;
- review with the Company's Chief Executive Officer and Chief Financial Officer the Committee's disclosure recommendations, if any, prior to the filing or distribution of any final draft Form 10-Q or Form 10-K, as applicable;
- receive prompt quarter-end updates regarding the Company's financial performance as compared to the Company's published financial guidance, if applicable, which updates shall include recommendations by senior management regarding whether the Company should revise its published guidance, if any, or release preliminary financial results;
- at least annually, review with the Company's Chief Executive Officer, Chief Financial Officer and independent auditor, the Company's policies related to its methods and adequacy of its internal controls over financial reporting and the existing internal controls over financial reporting at the Company, including any actual or desirable changes to the Company's internal financial reporting controls or policies related to revenue recognition or the development of financial guidance; and
- at least quarterly, the Chair of the Committee will report any concerns regarding disclosure issues to the Board, as appropriate.

Additional Powers and Responsibilities

In addition to the specific responsibilities set forth above, the Committee will:

- engage in an annual self-assessment with the goal of continuing improvement;
- annually review and reassess the adequacy of this Charter, and recommend any changes to the Board;
- monitor that the Company maintains an internal audit function (which may be outsourced to a firm other than the Company's independent auditor). The Committee will oversee the internal auditors (or other personnel responsible for the internal audit function), who will report directly to the Committee;
- establish hiring policies that will govern the Company's hiring of employees or former employees of the independent auditor, taking into account possible pressures on the auditor's personnel who might seek a position with the Company, and report these policies to the Board;
- have the authority to utilize the services of the Company's advisors or, at its sole discretion, select, retain, engage and obtain the advice of independent legal, accounting and other advisers, as it determines necessary or advisable to carry out its duties and powers, and to discuss matters with such advisers as the members of the Committee deem necessary or appropriate. The Committee shall have sole authority to oversee the work and approve the fees and retention terms of any such advisers. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of reasonable compensation to any advisers employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;
- have the authority to invite to its meetings, or to meet with any members of or advisers to the Committee, members of management or other experts whose presence is deemed desirable and appropriate;
- have unrestricted access to Company personnel and documents, and have authority to direct and supervise an investigation into any matters within the scope of its duties;
- have sole authority to approve the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties; and
- perform such other activities required by applicable laws, rules, regulations or listing requirements applicable to the Company.

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 and Certificate of Incorporation. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate

without requirement of Board approval, and any decision made by the Committee shall be at the Committee's sole discretion. With respect to any authority or responsibilities granted to the Committee by this Charter, in lieu of making a final determination with respect thereto, the Committee may make a recommendation to the Board for its final approval thereof. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.