

**United States Lime & Minerals, Inc.**  
**Amended and Restated**  
**Audit Committee Charter**

**I. Organization**

This Charter governs the organization of the Audit Committee of the Board of Directors and the scope of its duties, responsibilities, and functions. The Audit Committee shall, at least annually, review and assess the adequacy of this Charter, report to the Board the results of that review and assessment, and recommend any changes for the approval of the Board.

The Audit Committee shall be appointed by and serve at the pleasure of the Board of Directors and shall be composed of at least three members of the Board who, as determined by the Board, are independent and meet the other qualification standards set by federal and state law and regulation, the applicable listing standards of the Nasdaq Stock Market, and this Charter. Each member of the Audit Committee shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and shall be able to read and understand fundamental financial statements, including the 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 comparable experience or background which results in the individual's financial sophistication. The Audit Committee shall determine whether one of its members qualifies as an "audit committee financial expert" as defined by the Securities and Exchange Commission (the "SEC"). Unless the Board has previously designated the Audit Committee Chairman, the members of the Committee shall elect a Chairman by majority vote. The duties and responsibilities of the Chairman of the Audit Committee shall be to call meetings of the Committee and to preside at such meetings and to perform such other functions of the Committee as may be delegated to him.

**II. Statement of Policy**

The Audit Committee shall assist the Board of Directors in overseeing the integrity of the Company's financial statements, internal control over financial reporting, and financial reporting, accounting and disclosure processes, the Company's compliance with financial regulatory requirements, the performance of the Company's internal audit function, the qualifications and independence of the Company's independent registered public accounting firm (the "independent auditors") and the performance of the independent auditors, including their audits of the Company's financial statements and of the Company's internal control over financial reporting. The Audit Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of the independent auditors (including the resolution of any disagreements between management and the independent auditors regarding financial reporting and accounting) for the purpose of preparing or issuing audit reports or performing other audit, review, or attest services for the Company, and the auditors shall report directly to the Committee. In so doing, it is the duty and responsibility of the Audit Committee to maintain free and open communication between and among the Committee, the independent auditors, and the management of the Company. In discharging its duties and responsibilities, the Audit Committee is empowered to investigate any matter with full access to all books, data, records, facilities, and personnel of the Company. The Audit Committee shall have the power to retain the independent auditors, independent counsel, and other advisers (including the Company's regular counsel or other advisers) at the Company's expense and to pay ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its duties and responsibilities.

### **III. Oversight Duties and Responsibilities**

The Audit Committee's oversight function recognizes that the Company's management is responsible for the Company's financial statements and its internal control over financial reporting, and that the independent auditors are responsible for auditing those financial statements and internal control. Additionally, the Audit Committee recognizes that the Company's financial management, as well as its independent auditors, has more knowledge and more detailed information regarding the Company and its financial reporting, accounting and disclosure processes than do the Committee members. Consequently, the Audit Committee is not providing any expert or special assurance as to the Company's financial statements or internal control, or any professional certification as to the auditors' independence or the performance of their work; similarly, the Committee is not independently verifying management representations, conducting an audit or investigation of the financial statements or internal control, determining that the financial statements are true and complete, have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), or fairly present the financial condition, results of operations, or cash flow of the Company in accordance with GAAP, or determining that the Company's internal control over financial reporting is effective.

The directors serving on the Audit Committee shall have no greater standard of liability in the performance of their duties and responsibilities than the standard of liability applicable to all directors. Audit committee members who were previously employed by the Company or who have special training or experience in financial, accounting, or auditing matters shall have no greater duty or responsibility as a result of such prior employment, training, or experience. Members of the Audit Committee shall have the full protection against personal liability for breach of fiduciary duties as set forth in the NINTH Article of the Restated Articles of Incorporation, adopted by the shareholders in the meeting of January 25, 1994. In addition, members of the Audit Committee shall be entitled to be indemnified against liability by the Company as provided in the NINTH Article of the Restated Articles of Incorporation and Article Nine of the Amended and Restated Bylaws.

### **IV. Functions**

The following functions shall be the principal recurring activities of the Audit Committee in carrying out its oversight duties and responsibilities. The functions are set forth as minimum duties and responsibilities with the understanding that the Audit Committee may undertake such additional duties and responsibilities as the Board of Directors or the Committee may deem necessary or appropriate given the circumstances. In addition to the duties and responsibilities of the Audit Committee set forth in SEC Rule 10A-3(b)(2), (3), (4) and (5) under the Securities Exchange Act of 1934, as amended, the Committee shall have the following duties and responsibilities:

- The Audit Committee shall have a clear understanding with management and the independent auditors that the auditors are directly accountable to the Committee and that the Committee has the responsibility to ensure the independence of the auditors.
- The Audit Committee shall document the terms of the engagement of the independent auditors in an engagement letter that is signed either by the Chairman of the Committee, or by someone else at the direction of the Committee.
- The Audit Committee shall communicate with the independent auditors regarding the overall scope and plans for their audits, including the audit strategy, timing, significant risks of material misstatements or fraud, the adequacy of staffing, other participants in the audits including persons outside of the engagement team to be consulted, rotation requirements, independence, any going concern issue or other expected departure from the auditors' standard reports, and compensation. Further,

the Audit Committee shall meet separately with the auditors, with and without management present, to review and discuss the results of their examinations.

- The Audit Committee shall review and discuss with management and the independent auditors the Company's annual audited and quarterly unaudited financial statements, the Company's internal control over financial reporting, the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation" and any other financial reporting and accounting disclosures, and the selection, application, and disclosure of critical accounting policies, practices, and estimates, including any changes to those policies, practices, and estimates, including alternatives considered or used in the financial statements and new accounting pronouncements, and shall review and discuss with the principal executive and financial officers their certifications in and/or accompanying the related report. The Audit Committee shall also review and discuss with the independent auditors the matters required to be communicated by the auditors by the statements and pronouncements of the Public Company Accounting Oversight Board (United States) (the "PCAOB") and the rules and regulations of the SEC, as may be modified or supplemented. The review and discussion of the Company's financial statements, internal control over financial reporting, and related critical accounting policies, practices, and estimates shall occur prior to the public release of such financial statements, and the review and discussion of the related financial reporting and accounting disclosures, including the "Management's Discussion and Analysis of Financial Condition and Results of Operation," shall occur prior to the filing of the Form 10-Q or Form 10-K. Additionally, based on such review and discussion, the Audit Committee shall consider whether to recommend to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.
- The Audit Committee shall oversee the administration of the Company's Code of Business Conduct and Ethics and shall review and approve all related-party transactions as required by the rules of the Nasdaq Stock Market and other applicable legal and regulatory requirements.
- The Audit Committee shall review and discuss with management and the independent auditors the Company's policies with respect to risk assessment and risk management and the quality and adequacy of the Company's internal control processes that could materially affect the Company's financial statements, internal control over financial reporting, or financial reporting and accounting disclosures.
- The Audit Committee shall:
  - Establish hiring policies for employees or former employees of the independent auditors;
  - Pre-approve all audit services to be provided by the independent auditors;
  - Pre-approve all permissible non-audit services, including tax services, to be provided by the independent auditors, subject to such exceptions as may be determined by the Committee to be appropriate and consistent with applicable legal and regulatory requirements, and consider whether the auditors' provision of such services is compatible with their independence;
  - Communicate with the independent auditors regarding critical accounting policies, practices, and estimates, alternative treatments of financial information and GAAP, uncorrected and corrected misstatements, significant unusual transactions or matters, including related party transactions and compensation, the effects of regulatory, accounting, and auditing initiatives, off-balance sheet arrangements, and other developments that could have a significant effect on the

Company's financial statements, internal control over financial reporting, or financial reporting and accounting disclosures; the use of non-GAAP financial information; any audit problems, delays, or difficulties encountered by the auditors, including any restrictions on the auditors' access to information or personnel, and any concerns, complaints, or difficult or contentious matters arising during the audits, and management's responses to same; any material written communications between the auditors and management, such as any management letter, report of possible fraud or illegality, or schedule of significant unadjusted differences; and such other information as may be required by legal or regulatory requirements, including those of the SEC or the PCAOB;

- Receive from the independent auditors annually a statement regarding the auditors' internal quality-control procedures; whether any of the auditors' audits of the Company's financial statements or internal control over financial reporting is expected to be or has been selected for an internal quality-control review, peer review, or PCAOB inspection, including the status thereof, any issues raised regarding the Company's financial statements or internal control over financial reporting or the auditors' audits thereof, any issues raised regarding the auditors' system of quality control, any public or non-public report relating to the review or inspection, and any steps taken by the auditors to address and remediate the issues raised; any issues regarding the auditors' quality-control raised by any review, peer review, or PCAOB inspection of the auditors, and any steps taken by them to address and remediate the issues raised; and all relationships between the auditors and the Company and its management and the other matters required to be addressed under PCAOB and other applicable requirements, as may be modified or supplemented, including by law or regulation, Nasdaq Stock Market rules, or the rules of the SEC or the PCAOB;
  - Review and discuss with the independent auditors matters that may be important to the identification and risks of material misstatements, including the risk of fraud or of the violation or circumvention of the Company's internal control over financial reporting and, subject to applicable privileges, matters relating to violations or possible violations of laws or regulations or the Company's policies or procedures related thereto;
  - Review and discuss with the independent auditors any disclosed relationships or services that may impact the objectivity, independence, or performance of the auditors and take, or recommend that the full Board take, appropriate action to oversee the objectivity, independence, and performance of the auditors; and
  - Evaluate, at least annually, the independent auditors' objectivity, independence, and performance, including a review of the audit engagement team, the lead audit partner, and the rest of the firm, and report to the Board the Committee's determinations with respect thereto.
- The Audit Committee and its members shall have complete access to the management of the Company and the Company's financial, accounting and internal audit personnel, recognizing that it is expected that members of the Committee will use judgment to ensure that such access is not distracting to the business operations of the Company.
  - The Audit Committee shall receive reports from the principal executive and financial officers of the Company regarding: their evaluation of the effectiveness of the Company's disclosure controls and procedures and the Company's internal control over financial reporting; any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process,

summarize, and report financial information; whether they have identified for the Committee and the independent auditors any significant deficiencies or material weaknesses in internal control and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting; and any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

- The Audit Committee shall administer the Company's procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting control, or auditing matters and for the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, including the Company's Accounting Concerns Line procedures.

#### **V. Meetings and Reports**

The Audit Committee shall meet at least four times annually and more frequently as necessary or appropriate, including by teleconference when appropriate. Special meetings of the Audit Committee may be called on one day's notice by the Chairman of the Board of Directors, the Chairman of the Committee, or a majority of the members of the Committee. The Audit Committee shall meet in separate executive sessions with the Company's management and the independent auditors annually or as otherwise required by applicable law or regulation. A majority of the Audit Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. Attendance by other directors and by members of management and financial, accounting and internal audit personnel shall be at the invitation of the Audit Committee Chairman or a majority of the members of the Committee. The Audit Committee shall maintain minutes of all meetings documenting its discussions, determinations, actions and recommendations to the Board.

The Audit Committee shall report significant matters discussed, determinations made, actions taken and recommendations to the Board of Directors. The Audit Committee shall prepare the report of the Committee required to be included in the Company's proxy statement for its annual meeting of shareholders

The Audit Committee shall, at least annually, review and assess the performance of the Committee and its members. The Audit Committee shall report to the Board of Directors the results of its review and assessment and recommend any changes for the approval of the Board.

Amended April 26, 2013