

WEBMEDIABRANDS INC.

AUDIT COMMITTEE CHARTER

I. PURPOSE

The primary function of the Audit Committee is to assist the Board of Directors of WebMediaBrands Inc. (the “Corporation”) in fulfilling its oversight responsibilities by:

- Overseeing the integrity of the Corporation’s financial statements;
- Overseeing the independent auditor’s qualifications and independence;
- Preparing the Audit Committee report that the United States Securities and Exchange Commission (the “SEC”) rules require be included in the Corporation’s annual proxy statement or annual report on Form 10-K;
- Overseeing the performance of the Corporation’s independent auditor and internal audit function;
- Overseeing the Corporation’s Sarbanes Oxley (“SOX”) compliance program;
- Overseeing the appointment, compensation, retention and oversight of the work of any registered accounting firm engaged for the purpose of performing any audit, review or attest services and for dealing directly with any such accounting firm; and
- Overseeing the Corporation’s systems of disclosure controls and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the Corporation.

Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels. The Audit Committee should also provide for an open avenue of communication among the independent auditor, financial and senior management, the internal auditing function, and the Board of Directors.

The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as deemed appropriate to perform its duties and responsibilities.

The Corporation will provide appropriate funding, as determined by the Audit Committee, for compensation to the independent auditor, to any advisors that the Audit Committee chooses to engage, and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV. of this Charter.

II. COMPOSITION

The Audit Committee shall be comprised of three or more directors, as determined by the Board of Directors from time to time. The members of the Audit Committee shall be persons other than officers or employees of the Corporation or its subsidiaries or any other individuals having relationships that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as members of the Audit Committee. All members of the Audit Committee must be independent, including being free of disallowed compensation agreements, under all other applicable rules and regulations.

Each member of the Audit Committee must not have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years and shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. All members of the Audit Committee shall be financially literate as required by Nasdaq. Additionally, 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. The Board of Directors will determine whether at least one member of the Audit Committee qualifies as an "audit committee financial expert" in compliance with the criteria established by the SEC. The existence of such member(s), including their names and whether or not they are independent, will be disclosed in periodic filings as required by the SEC. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.

The members of the Audit Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors to serve until their successors are duly elected and qualified. The Chairman of the Audit Committee will be named by the Board of Directors, and will receive an annual grant of 10,000 stock options and an annual stipend of \$5,000 for services performed in such role.

III. MEETINGS

The Audit Committee shall meet at least two times annually, or more frequently as circumstances dictate. A quorum of the Audit Committee shall be declared when a majority of the appointed members of the Audit Committee are in attendance. As part of its responsibility to foster open communication, the Audit Committee shall meet at least annually with management, the director of the internal auditing function (if applicable), and the independent auditor in separate executive sessions to discuss any matters that the Audit Committee or each of these groups believe should be discussed privately.

The Audit Committee shall maintain and submit to the Board of Directors copies of minutes of each meeting of the Audit Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Audit Committee since the preceding meeting of the Board of Directors. A copy of the minutes of each meeting shall be placed in the Corporation's minute book.

IV. RESPONSIBILITIES AND DUTIES

The Audit Committee's policies and procedures shall remain flexible in order to best react to changing conditions and to help ensure that the Corporation's accounting and reporting practices are consistent with applicable legal requirements and are of the highest quality. To fulfill its responsibilities and duties the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter periodically, at least annually, and recommend to the Board of Directors any necessary amendments.
2. Review and discuss with management and the independent auditor the Corporation's annual financial statements, quarterly financial statements (prior to the Corporation's Form 10-Q filings or release of earnings), and all internal controls reports (or summaries thereof), and review other relevant reports or financial information submitted by the Corporation to any governmental body or the public, including management certifications as required by the Sarbanes-Oxley Act of 2002 and any relevant reports rendered by the independent auditor (or summaries thereof). The Chairman of the Audit Committee may represent the entire Audit Committee for purposes of the review of Form 10-Q prior to its filing or prior to the release of earnings.
3. Review of the Corporation's risk assessment, including fraud risks, as prepared by management.
4. Recommend to the Board of Directors that the audited financial statements should be included in the annual report on Form 10-K.
5. If applicable, review the regular internal reports to management (or summaries thereof) prepared by the internal auditing department, as well as management's response.
6. Ensure audit partner rotation if the lead (or coordinating) audit partner (having primary responsibility for the audit), or the audit partner responsible for reviewing the audit, has performed audit services for the Corporation in each of the Corporation's five previous fiscal years.

Independent Auditor

7. Appoint (and recommend that the Board of Directors submit for stockholder ratification, if applicable), compensate, retain, and oversee the work performed by the independent auditor for the purpose of preparing or issuing an audit report or related work. Review the performance of the independent auditor and remove the independent auditor if

circumstances warrant. The independent auditor will report directly to the Audit Committee and the Audit Committee will oversee the resolution of disagreements between management and the independent auditor if they arise.

8. Consider whether the independent auditor's performance of permissible nonaudit services is compatible with the auditor's independence.
9. Discuss with the independent auditor the matters required to be discussed under Statement on Auditing Standards (SAS) No. 61, as amended by SAS No. 84 and SAS No. 90.
10. Review the independent auditor's attestation and report on management's internal control report, from the time that such reports are prepared and hold timely discussions with the independent auditor regarding the following:
 - All critical accounting policies and practices;
 - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - Other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.
11. At least annually, obtain and review a report by the independent auditor describing:
 - The firm's internal quality-control procedures;
 - Any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities during the preceding five years with respect to independent audits carried out by the firm, and any steps taken to deal with any such issues;
 - All relationships between the independent auditor and the Corporation, addressing the matters set forth in Independence Standards Board Standard No. 1.

The Audit Committee shall take or recommend that the Board of Directors take appropriate action to oversee the independence of the independent auditor. The Corporation's independent auditor is ultimately responsible to the Board of Directors and the Audit Committee, as representatives of the Corporation's stockholders.

12. Actively engage in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor

and take, or recommend that the full Board of Directors take, appropriate actions to oversee the independence of the outside auditor.

13. Review and pre-approve (which may be pursuant to pre-approval policies and procedures) both audit and nonaudit services to be provided by the independent auditor. The authority to grant pre-approvals may be delegated to one or more designated members of the Audit Committee whose decisions will be presented to the full Audit Committee at its next regularly scheduled meeting. Approval of nonaudit services will be disclosed to investors in periodic reports required by Section 13(a) of the Securities Exchange Act of 1934.
14. Review with the Corporation's independent auditors any problems or difficulties the auditor may have encountered and any management letter provided (or intended to be provided) by the auditor and the Corporation's response, including:
 - Any difficulties encountered in the course of the audit work, including any restrictions on the scope of the activities or access to required information;
 - Any changes required in the planned scope of the external audit;
 - Any disagreements with management;
 - Any material written communications between the independent auditors and the Corporation's management, such as any management letter or schedule of unadjusted differences; and
 - Any accounting adjustments that were proposed by the Corporation's independent auditors but were "passed" (as immaterial or otherwise), any material communications between the audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement.

Financial Reporting Processes, Accounting Policies and Internal Control Structure

15. In consultation with the independent auditor and the internal auditor, review the integrity of the organization's financial reporting processes (both internal and external), and the internal control structure (including disclosure controls and procedures and internal control over financial reporting).
16. Receive and review any disclosure from the Corporation's Chief Executive Officer and Chief Financial Officer made in connection with the certification of the Corporation's quarterly and annual reports filed with the SEC of (a) 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 Corporation's ability to record, process, summarize, and report financial data; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls.

17. Consider the independent auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
18. Consider and approve, if appropriate, major changes to the Corporation's accounting principles and practices as suggested by the independent auditors or management.
19. Establish a regular system whereby management reports to the Audit Committee any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.
20. Establish a regular system whereby the independent auditors report to the Audit Committee any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.
21. Following completion of the annual audit, review separately with management and the independent auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
22. Review with the independent auditor, director of financial operations and internal audit, internal audit consultant 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.)
23. Review and approve all related-party transactions, defined as those transactions required to be disclosed under Item 404 of Regulation S-K.
24. Establish procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters and establish procedures for the confidential, anonymous submission by the Corporation's employees regarding questionable accounting or auditing matters.

Internal Audit (if applicable)

25. Review and advise on the selection and removal of the internal audit consultant.
26. Review activities, organizational structure, and qualifications of the internal audit function.
27. Periodically review with the internal audit consultant any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.

Ethical and Legal Compliance

28. Prepare the report that the SEC requires to be included in the Corporation's annual proxy statement.

29. Establish, review and update periodically a code of business conduct and ethics and determine whether management has established a system to enforce this code. Determine whether the code is in compliance with all applicable rules and regulations.
30. Review management's monitoring of the company's compliance with its code of business conduct and ethics, and determine whether management has the proper review system in place such that the company's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
31. Review, with the Corporation's counsel any legal matter that could have a significant impact on the Corporation's financial statements.
32. Perform any other activities consistent with this Charter, the Corporation's by-laws and governing law (including, without limitation, applicable SEC regulations), as the Audit Committee or the Board of Directors deems necessary or appropriate.

The Audit Committee will have such additional authority and responsibilities as may be granted to or imposed on audit committees from time to time by applicable law, SEC rules and Nasdaq or other listing standards, and shall discharge all of its authority and responsibilities in accordance with all applicable law, SEC rules and Nasdaq or other listing standards. The Audit Committee may conduct or authorize the conduct of such investigations within the scope of its authority and responsibilities as it considers appropriate, and may retain, at the Corporation's expense, such legal, accounting or other advisers as the Audit Committee considers necessary or advisable for the full and faithful execution thereof.

In discharging its responsibilities, the Audit Committee is not responsible for the planning or conduct of audits or for any determination that the Corporation's financial statements are complete and accurate or in accordance with generally accepted accounting principles and applicable rules and regulations. These matters are the responsibility of management and the independent auditor.