

GSV CAPITAL CORP.

AUDIT COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of GSV Capital Corp. (the “**Company**”) has determined that the Audit Committee of the Board shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this charter (the “**Charter**”) to establish the governing principles of the Audit Committee (the “**Committee**”).

ARTICLE I. PURPOSE

The primary function of the Committee is to serve as an independent and objective party to assist the Board in fulfilling its oversight responsibilities for the Company’s accounting and reporting processes and the audits of its financial statements by overseeing and monitoring:

- 1.1 The quality and integrity of financial reports and other financial information provided by the Company to governmental bodies or the public and the independent audit thereof.
- 1.2 The Company’s system of internal controls regarding finance, accounting and regulatory compliance.
- 1.3 The material aspects of the Company’s accounting and financial reporting process generally.
- 1.4 The independence, qualifications and performance of the Company’s independent registered public accounting firm (independent accountants), including the lead audit partner.
- 1.5 The compliance by the Company with legal and regulatory requirements.
- 1.6 The performance of the Company’s internal audit function.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Article III of this Charter.

ARTICLE II. SCOPE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate or are in accordance with generally accepted accounting principles (“**GAAP**”). The responsibility to plan and conduct audits is that of the Company’s independent accountants. In fulfilling this responsibility, the independent accountants are ultimately accountable to the Board and this Committee. The Company’s management has the responsibility to determine that the Company’s financial statements are complete and accurate

and in accordance with GAAP. It is also not the duty of the Committee to assure the Company's compliance with laws and regulations or compliance with the Company's code of ethics or code of business conduct. The primary responsibility for these matters also rests with the Company's management.

In order to fulfill its oversight responsibility, the Committee must be capable of conducting free and open discussions with management, independent accountants, internal auditors, employees and others regarding the quality of the financial statements and the system of internal controls.

ARTICLE III. RESPONSIBILITIES AND DUTIES

Section 1. General Responsibilities

To carry out its purposes, the responsibilities of the Committee shall be as follows:

- 1.1 Maintain open communications with the independent accountants, internal auditors, executive management and the Board.
- 1.2 Meet separately, from time to time, with management, the internal auditors and the independent accountants to discuss matters warranting attention by the Committee.
- 1.3 Regularly report Committee actions to the Board and make recommendations as the Committee deems appropriate.
- 1.4 Review the financial results presented in all reports filed with the Securities and Exchange Commission ("**SEC**").
- 1.5 Review quarterly reports prepared by the Company's administrator, GSV Capital Service Company, LLC (the "**Administrator**"), with respect to the amount and nature of any reimbursements made by the Company of any costs, fees or expenses incurred on the Company's behalf in accordance with the terms of the administration agreement, dated as of March 8, 2013, by and between the Company and the Administrator.
- 1.6 Review reports issued by regulatory examinations and consider the results of those reviews to determine if any findings could have a material effect on the Company's financial statements.
- 1.7 Discuss the Company's disclosure, oversight of and conformity with the Company's Code of Business Conduct and Code of Ethics, and matters that may have a material effect on the Company's financial statements, operations, compliance policies and programs.
- 1.8 Review and reassess the adequacy of the Committee's Charter at least annually and recommend any changes to the full Board.

- 1.9 Take other actions required of the Committee by law, applicable regulations, or as requested by the Board.

In discharging its duties hereunder, the Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisers. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent accountants for the purpose of rendering or issuing an audit report and to any advisers employed by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Section 2. Responsibilities Regarding the Engagement of the Independent Accountants

- 2.1 The Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to shareholder ratification). The Committee shall be directly responsible for the compensation and oversight of the independent accountants (including resolution of disagreements between management and the independent accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent accountant shall report directly to the Committee.
- 2.2 The Committee shall ensure the independence of the independent accountants by:
 - (a) Having the independent accountant deliver to the Committee at least annually a formal written statement delineating all relationships between the independent accountants and the Company and addressing at least the matters set forth in Independence Standards Board Standard No. 1; actively engaging in dialogue with the independent accountants about any relationships or services disclosed in such statement that may impact the objectivity and independence of the Company's independent accountants.
 - (b) Pre-approving audit and/or permissible non-audit services (including the fees charged and proposed to be charged by the independent accountants), subject to the de minimis exceptions under Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and as otherwise required by law. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

- (c) Ensuring the rotation of the lead (or coordinating) audit partner (or, if required by the rules and regulations of the SEC, other employees of the independent accountants) having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
 - (d) Establishing and overseeing compliance with the guidelines relating to the Company's hiring of employees or former employees of the independent accountants who participated in any capacity in the audit of the Company.
- 2.3 The Committee shall, at least annually, obtain and review a report by the independent accountants describing: the independent accountant's internal control procedures; any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and all relationships between the independent accountants and the Company to assess the auditor's independence.
- 2.4 The Committee shall evaluate the qualifications, performance and independence of the independent accountants, including the following:
 - (a) evaluating the performance of the lead partner, and the quality and depth of the professional staff assigned to the Company;
 - (b) considering whether the accountant's quality controls are adequate;
 - (c) considering whether the provision of permitted non-audit services is compatible with maintaining the accountant's independence; and
 - (d) taking into account the opinions of management and any internal accounting staff.
- 2.5 The Committee shall review and present its conclusions regarding the independent accountants' qualifications, performance and, if applicable, its conclusions regarding the rotation of the independent accountants to the Board at least annually.

Section 3. Responsibilities for Reviewing the Annual External Audit and the Financial Statements

The Committee shall:

- 3.1 Request the independent accountants to confirm that they are accountable to the Committee and that they will provide the Committee with timely analyses of significant financial reporting and internal control issues.

- 3.2 Review with management significant risks and exposures identified by management and management's steps to minimize them.
- 3.3 Review the scope of the external audit with the independent accountants.
- 3.4 Review with management and the independent accountants, as appropriate:
 - (a) The Company's internal controls, including computerized information system controls and security.
 - (b) The Company's significant accounting policies.
 - (c) The Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," before they are made public.
 - (d) All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountants.
 - (e) Material written communications between the independent accountants and management, such as any management letter or schedule of unadjusted differences.
 - (f) The Company's earnings press releases.
- 3.5 After the completion of the annual audit examination, or as needed throughout the year, discuss with management and the independent accountants:
 - (a) The Company's annual financial statements and related footnotes, including any adjustments to such statements recommended by the independent accountants.
 - (b) Any significant findings and recommendations made by the independent accountants with respect to the Company's financial policies, procedures and internal accounting controls together with management's responses thereto.
 - (c) The qualitative judgments about the appropriateness and acceptability of accounting principles, financial disclosures and underlying estimates.
 - (d) Any significant difficulties or problems with management encountered during the course of the audit.

- (e) Any other matters about the audit procedures or findings that Generally Accepted Accounting Standards (“GAAS”) require the auditors to discuss with the Committee.
 - (f) The form of opinion the independent accountants propose to render to the Board and the Committee and shareholders.
- 3.6 Review disclosures made to the Committee by the Company’s CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal controls over financial reporting.
 - 3.7 Recommend to the Board whether to include the audited financial statements in the Company’s Form 10-K.
 - 3.8 Review a presentation by the independent accountants with respect to the Company’s qualification under Subchapter M of the Internal Revenue Code and amounts distributed and reported to stockholders for federal tax purposes.
 - 3.9 Issue for public disclosure by the Committee the report required by the SEC to be included in the Company’s annual proxy statement.

Section 4. Compliance Oversight Responsibilities

The Committee shall:

- 4.1 Obtain from the independent accountants assurance that Section 10A(b) of the Exchange Act has not been implicated.
- 4.2 Investigate, when the Committee deems it necessary, improprieties or suspected improprieties in Company operations.
- 4.3 Follow the procedures of the Internal Reporting & Whistleblower Protection Policy, attached hereto as Annex A, which outlines the Committee’s role in the review and treatment of complaints received by the Company regarding, among other things, questionable accounting or auditing matters.
- 4.4 Discuss with management and the independent accountants any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company’s financial statements or accounting policies.

ARTICLE IV. COMMITTEE MEMBERSHIP

The Committee shall be composed of three or more directors as determined by the Board, each of whom:

- 1.1 Shall be directors of the Company who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended) of the Company, (ii) are “independent directors” (as defined in Rule 5605(a)(2) of the Nasdaq Stock Market’s listing standards) and (iii) meet the independence requirements of Section 10A(m)(3) of the Exchange Act and the rules and regulations of the SEC, including the requirement that they not accept directly or indirectly any consulting, advisory, or other compensation from the Company (other than directors’ fees received in his or her capacity as a member of the Committee, Board or another committee of the Board).
- 1.2 Shall be or shall become (within a reasonable period of time after his or her appointment) “financially literate,” as such qualification is interpreted by the Board.
- 1.3 Shall have a basic understanding of finance and accounting practices and shall be able to read and understand financial statements. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

The members of the Committee shall meet the requirements of the rules of the Nasdaq Stock Market and all other applicable laws, rules or regulations, in each case, when, as and to the extent applicable to the Company. In addition, at least one member of the Committee shall have accounting or related financial management experience. To that end, the Committee shall consider at least annually whether one or more of its members qualify to be designated by the Board as an “audit committee financial expert,” as such term is defined by the Sarbanes-Oxley Act of 2002 and rules adopted thereunder from time to time. The Committee shall report the results of its deliberations to the Board for further action as appropriate, including, but not limited to, a determination by the Board that the Committee membership includes or does not include one or more “audit committee financial experts” and any related disclosure to be made concerning this matter. If a vacancy exists due to the retirement or resignation of a member of the Committee who has been designated as an “audit committee financial expert,” the Board will, as a matter of best practices, endeavor to fill such vacancy with another “audit committee financial expert,” as soon as reasonably practicable thereafter. The designation of a member of the Committee as an “audit committee financial expert” will not increase the duties, obligations or liability of the designee as compared to the duties, obligations and liability imposed on the designee as a member of the Committee and of the Board.

The members of the Committee shall be elected by the Board annually or until their successors shall be duly elected and qualified. Unless a Committee Chair is elected by the full

Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

ARTICLE V. MEETINGS

The Committee shall meet at least four times each year, or more frequently as circumstances require. The Committee Chair may call a Committee meeting whenever deemed necessary and shall be responsible for meeting with the independent accountants at their request to discuss the interim financial results. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent accountants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

ARTICLE VI. EVALUATION

The Committee shall conduct an annual review of the Committee's performance and this Charter and recommend changes to the Board as needed.

Annex A

INTERNAL REPORTING & WHISTLEBLOWER PROTECTION POLICY ("WHISTLEBLOWER POLICY")

FOR

**GSV CAPITAL CORP.,
GSV ASSET MANAGEMENT, LLC
&
GSV CAPITAL SERVICE COMPANY, LLC**

Section 301 of the Sarbanes-Oxley Act of 2002 requires U.S. securities exchanges and national securities associations to adopt listing standards requiring that audit committees of the boards of directors of listed public companies establish procedures for: (i) the receipt, retention, and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

Audit committees must maintain procedures for the confidential, anonymous submission of concerns relating to questionable accounting or auditing matters by officers or employees of the issuer, investment adviser, administrator, principal underwriter, or any other provider of accounting related services (each, an *"Interested Party"* and collectively, the *"Interested Parties"*).

This Whistleblower Policy has been adopted by each of the GSV Capital Corp. (the *"Company"*), GSV Asset Management, LLC, the Company's investment adviser, and GSV Capital Service Company, LLC, the Company's administrator (each, a *"Covered Person"*). Each Covered Person strives to create an environment in which officers and employees openly communicate with management regarding (i) potential violations of this Whistleblower Policy by an officer or employee of the Covered Person and (ii) complaints about accounting concerns by officers or employees of an Interested Party (hereinafter, collectively referred to as *"Concerns"*).

This policy applies to all officers and regular full-time, part-time and temporary employees of each Covered Person. Suspected Concerns of a Covered Person or another Interested Party or any of their respective officers, employees or agents must be reported immediately in accordance with this Whistleblower Policy.

A Covered Person and its officers and employees may not discharge, demote, suspend, harass, intimidate, or in any other manner retaliate or discriminate against an officer or employee because the officer or employee (1) has provided information, caused information to be provided, or otherwise assisted in an investigation regarding any conduct which the officer or employee reasonably believes constitutes a Concern or (2) has filed, cause to be filed, testified, participated in or otherwise assisted in a proceeding filed or about to be filed relating to an alleged Concern.

Officers and employees are expected and encouraged to report incidents of alleged improper discharge, intimidation or discrimination as soon as possible in the manner described in this Whistleblower Policy.

Whistleblower Policy Exceptions

Exceptions to this Whistleblower Policy must be approved by the Audit Committee of the Board of Directors of the Company (the “*Audit Committee*”).

Matters Covered by this Whistleblower Policy

Concerns covered by this Whistleblower Policy include, but are not limited to, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company’s financial situation; and
- the retaliation, directly or indirectly, or encouragement of others to do so, against anyone who reports a violation of this Whistleblower Policy.

Treatment and Handling of Concerns

The Company’s Chief Compliance Officer (“*CCO*”) shall maintain a log of any suspected Concern reported in accordance with this Whistleblower Policy and shall investigate such suspected Concern in a timely manner. All reports and investigations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The CCO shall retain records relating to each suspected Concern reported, the actions taken to investigate, and any response to such suspected Concern in accordance with the Company’s document retention policy.

The CCO will provide to the Audit Committee a summary of the reports of suspected Concerns received by him or her during the prior quarter and the results of any investigations. If a material Concern has occurred that requires immediate attention, the Audit Committee will be informed promptly of this conclusion and the remedial measures being adopted.

The Audit Committee shall review and take any action it deems appropriate in its judgment with respect to any suspected Concern it is made aware of, including retention of any independent or expert advisors or meeting with officers of the Company or employees of the Covered Persons. Any review and evaluation of such report will include consideration of whether the matter(s) described in the report pertain to a Concern, the merits of the report, and whether further review and/or investigation is warranted. Any decision by the Audit Committee to review or investigate any matter brought to its attention as a result of this Whistleblower Policy will not in any way be, or be deemed to be, a determination by the Audit Committee or

the Company that any actions or inactions that are the subject of the report have, in fact, occurred or constitute a Concern.

Reporting Allegations of Suspected Concerns

Reporting Management

Officers and employees have an obligation to report Concerns.

No Retaliation

This policy is intended to encourage and enable directors, officers and employees to raise Concerns for investigation and appropriate action. With this goal in mind, no director, officer, or employee who, in good faith, reports a Concern shall be subject to retaliation or adverse employment consequences.

Reporting Concerns

Employees should submit Concerns in writing directly to the CCO by email to: Compliance@gsvam.com.

Employees may also submit Concerns on a confidential, anonymous basis in writing, in a sealed envelope to the CCO by mail to:

GSV Capital Corp.
ATTN: Chief Compliance Officer
2925 Woodside Road
Woodside, CA 94062

Handling of Reported Violations: CCO

The CCO is responsible for investigating and ensuring resolution of all reported Concerns. The CCO may delegate, either to an officer or an appropriate outside professional advisor, the actual conduct of the investigation into the Concern, subject to his or her overall supervision. The CCO (or other person conducting the investigation) has the authority to utilize all resources reasonably available to him to assist in such investigation. With the approval of the CCO, outside legal, accounting and other professional advisors or consultants may also be used in connection with any such investigation.

After completion of his or her review and investigation, the CCO will report the findings of the review and investigation, including any recommendations or determinations, to the Chief Executive Officer (“**CEO**”) or the chair of the Audit Committee. Upon receipt of such report, the CEO may, among other things, determine that corrective action is appropriate, that further review is required or that the reported Concern is not founded.

Reporting to the Company's CEO

In addition to reporting in person or by written correspondence to the CCO, an officer or employee may report suspected Concerns to the Company's CEO. Reporting may be made in an anonymous manner. Correspondence may be sent to:

GSV Capital Corp.
Attn: Chief Executive Officer
2925 Woodside Road
Woodside, CA 94062

Reporting to the Audit Committee

In addition to reporting to the CEO, an officer or employee may report suspected Concerns to the Chair of the Audit Committee, in which case the submission should be labeled: "To be opened by the Chair of the Audit Committee only." Reporting may be made in an anonymous manner. Correspondence may be sent to:

GSV Capital Corp.
Attn: Chair of Audit Committee
2925 Woodside Road
Woodside, CA 94062

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper or fraudulent practice, or a violation of the federal securities laws.

Confidentiality

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense.

Reporting and Retention of Non-Human Resources-Related Complaints and Investigations

The CCO will periodically report to the CEO on the status of all pending reported Concerns.

Roles, Rights and Responsibilities of Whistleblowers

A person or entity making a protected communication or disclosure is commonly referred to as a whistleblower. The whistleblower's role is as a reporting party. They are not investigators or finders of fact and only participate in investigations when requested. In addition, whistleblowers do not determine the appropriate corrective or remedial action that may be warranted.

Whistleblowers have the role of providing initial information related to a reasonable belief that a Concern has occurred. The motivation of a whistleblower is irrelevant to the

consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing, is itself a Concern that a Covered Person has the right to act upon.

Whistleblowers should gather evidence for which they have a right of access. Improper access may itself be a Concern.

The Company expects whistleblowers to be candid and set forth all known information regarding reported allegations to investigators. Persons making a report of alleged Concerns may be asked to be interviewed by Company investigators.

Anonymous whistleblowers are expected to provide sufficient corroborating evidence to justify the commencement of an investigation. Unspecified wrongdoing or broad allegations without verifiable evidentiary support will not cause an investigation to be undertaken. Because of the inability of investigators to interview anonymous whistleblowers, it may be more difficult to evaluate the credibility of the allegations and therefore, less likely to cause an investigation to be initiated.

Confidentiality of the identity of whistleblowers will be maintained to the extent possible within the legitimate needs of law and the investigation. If the whistleblower discloses his/her identity beyond the person to whom the suspected Concern is reported, a Covered Person will no longer be obligated to maintain such confidence.

A whistleblower's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation.

Whistleblowers have a right to be informed of the outcome of their having made a protected disclosure unless there exist overriding legal or public interest reasons not to do so.

Compliance and Disciplinary Action

A Covered Person may take disciplinary action against any officer or employee who wilfully violates or circumvents this Whistleblower Policy, or in other appropriate circumstances.

Description of Disciplinary Action

Disciplinary Action may be taken:

- Against any officer or employee who directs, authorizes or participates (directly or indirectly) in conduct that violates this Whistleblower Policy.
- Against any officer or employee who knowingly fails to report suspected Concerns as described in this Whistleblower Policy.
- Against any officer or employee who knowingly fails to report a violation or knowingly withholds relevant and material information concerning a violation of this Whistleblower Policy.
- Against the violator's supervisor(s), to the extent that the circumstances of the violation reflect inadequate supervision or a lack of diligence.

- Against any officer or employee who attempts to retaliate, directly or indirectly, or encourages others to do so, against anyone who reports a violation of this Whistleblower Policy or a suspected Concern.

Disciplinary action may include reprimand, demotion, suspension, termination, referral for criminal prosecution, and reimbursement to the respective Covered Person or the government for any losses or damages.

This Document Not a Contract

This Whistleblower Policy does not constitute a contract of any kind, nor does it limit a Covered Person's right to take disciplinary action in other circumstances. Employment at a Covered Person is "at will" and may be terminated at any time by the Covered Person or the employee, with or without any previous notice, unless a formal written agreement between the Covered Person and the employee provides otherwise.

Available Assistance

It is essential that all officers and employees understand this Whistleblower Policy and prevent conduct that could bring a Covered Person's integrity into question. Since many of the issues that arise under this Whistleblower Policy may involve interpretive questions, the CCO has been entrusted with providing guidance and answering day-to-day questions on this Whistleblower Policy.

Approved: March 2, 2016