

AUDIT COMMITTEE CHARTER

OF

VISTA OUTDOOR INC.

Adopted as of January 21, 2015

There shall be a committee of the Board of Directors (the “Board”) of Vista Outdoor Inc. (the “Company”) to be known as the Audit Committee (the “Committee”) with purpose, composition, authority, duties and responsibilities as set forth below.

I. Purpose

The purpose of the Committee is to:

1. Assist the Board in its oversight and monitoring of:
 - a. the integrity of Company’s financial statements and other financial information provided by the Company to its stockholders and others;
 - b. compliance with legal, regulatory and public disclosure requirements;
 - c. the independent auditors, including their qualifications and independence;
 - d. the Company’s systems of internal controls, including the internal audit function; and
 - e. the auditing, accounting, and financial reporting process generally.
2. Prepare the audit committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

II. Composition

The Committee will be composed of not less than three Board members. Each member shall be “independent” in accordance with applicable law, including the rules of the New York Stock Exchange (“NYSE”) and the SEC independence requirements for audit committee members set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Each member shall be able to read and understand fundamental financial statements, in accordance with NYSE audit committee requirements, and at least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities, and will otherwise qualify as an “audit committee financial expert” as defined by applicable SEC rules.

The members of the Committee shall be appointed by a majority vote of the Board from among its members, taking into consideration the recommendations of the Nominating and Governance Committee, and each member shall serve until such member's successor is duly appointed and qualified or until such member's resignation or removal by a majority vote of the Board. The Chair of the Committee (the "Chair") shall be designated by the Board.

No member of the Committee may serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair such director's ability to effectively serve on the Committee and such determination is disclosed in the Company's annual proxy statement.

III. Meetings

The Committee shall meet in person or remotely at least once quarterly, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. A quorum of the Committee for the transaction of business will be a majority of its members. When more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

The Chair, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board. The Committee will report to the Board from time to time with respect to the activities of the Committee.

The Committee shall meet with the independent auditors and management quarterly to review the Company's financial information. The Committee shall meet periodically with management, the director of internal audit, and the independent auditors in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately.

IV. Authority and Resources

The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee may also delegate to one or more of its members the authority to pre-approve non-audit services,

provided that the decisions of any member to whom pre-approval authority is delegated shall be presented to the Committee at the next Committee meeting. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Company's expense, without consulting with, or obtaining approval from, any officer of the Company in advance. In addition, the Company shall provide appropriate funding, as determined by the Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Except as expressly provided in this Charter, the Company's Certificate of Incorporation or Bylaws or the Company's Guidelines on Corporate Governance, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

V. Duties and Responsibilities

The Committee shall:

Independent Auditor

1. Appoint, compensate (at the Company's expense), and oversee the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The Company's independent auditors shall report directly to the Committee.
2. Pre-approve audit and permissible non-audit services to be provided to the Company by the independent auditors, as set forth in Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC. In this regard, the Committee shall have the sole authority to approve the hiring and firing of the independent auditors and all fees and terms of audit and non-audit engagements with the independent auditors, in each case as may be permissible and compatible with the auditors' independence. The Committee shall also review and approve disclosures with respect to non-audit services.
3. Review and provide guidance with respect to the external audit and the Company's relationship with its independent auditors by:
 - a. reviewing the independent auditors' proposed audit scope, approach and independence;
 - b. obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Company that may impact independence and presenting this statement to the Board,

and to the extent there are any such relationships or services, monitoring and investigating them;

- c. ensuring that the independent auditors submit to the Committee on an annual basis a written statement (consistent with the applicable requirements of the Public Company Accounting Oversight Board) delineating all relationships and services that may impact the objectivity and independence of the independent auditors; and
 - d. reviewing reports submitted to the Committee by the independent auditors in accordance with applicable SEC requirements.
4. Obtain and review an annual report from the independent auditors describing (1) the independent auditors' internal quality control procedures and (2) any material issues raised by the recent internal quality control review, peer review or Public Company Accounting Oversight Board review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and steps taken to deal with any such issues.
 5. Review the experience and qualifications of the senior members of the independent auditor team.
 6. Establish clear hiring policies with respect to employees or former employees of the independent auditors.
 7. Review the performance of the independent auditors on an annual basis.
 8. Periodically discuss with the independent auditors (1) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (2) the completeness and accuracy of the Company's financial statements.

Financial Reporting

9. Review with management and the independent auditor:
 - a. The Company's annual audited financial statements and related footnotes, and quarterly unaudited financial statements and related footnotes, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC.

- b. The independent auditors' audit of the annual financial statements and their report thereon.
 - c. Any management letter and any reports with respect to interim periods.
 - d. Any material changes to the Company's accounting principles and practices used in preparing financial statements to be filed with the SEC.
 - e. Any significant changes required in the independent auditors' audit plan.
 - f. Any difficulties or disputes with management encountered during the course of the audit.
 - g. Other matters related to the conduct of the audit that are to be communicated to the Committee under Generally Accepted Auditing Standards.
10. Review with management, the independent auditors and the Company's counsel, as appropriate, any legal or regulatory matters that may have a material impact on the financial statements, related compliance policies, and programs and reports received from regulators.
 11. Review and discuss earnings press releases prior to public disclosure.
 12. Review and discuss financial information and earnings guidance to be provided to analysts and rating agencies.
 13. Provide a report for inclusion in the Company's proxy statement in accordance with the rules and regulations of the SEC.
 14. Oversee compliance with the requirements of the SEC for disclosure of auditors' services and audit committee member qualifications and activities.
 15. Discuss with the independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters required to be discussed by Public Company Accounting Oversight Board (United States) Auditing Standard AU Section 380 ("The Auditor's Communication With Those Charged With Governance") and Rule 2-07 of SEC Regulation S-X ("Communication with Audit Committee"), as in effect at the time, in the case of annual statements, and Statement on Auditing Standards No. 100, as in effect at the time, in the case of quarterly statements.

Internal Control Over Financial Reporting and Disclosure Controls and Procedures

16. Review the adequacy of the Company's internal control over financial reporting and the disclosure controls and procedures designed to ensure compliance with applicable laws and regulations.
17. Consider and review with the independent auditor and the director of internal audit the adequacy of the Company's internal controls and any related significant findings and recommendations of the independent auditor and internal auditing together with management's responses thereto.
18. Establish procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Internal Audit

19. Review and concur with the appointment, replacement, reassignment or dismissal of the director of internal audit.
20. Consider, in consultation with the director of internal audit and the independent auditor, the audit scope and plan of the internal auditors and the independent auditors.
21. Review with the director of internal audit and the independent auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.
22. Review and approve the internal audit department's annual audit plan.
23. Consider and review with management and the director of internal audit:
 - a. Significant findings during the year and management's responses thereto;
 - b. Any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information; and
 - c. Regular reports to the Committee prepared by the internal audit department.

Management Discussions

24. Review with management and the independent auditors any correspondence with regulators or governmental agencies and any employee complaints regarding the Company's financial statements or accounting policies.
25. Periodically review separately with each of management, the independent auditors and the director of internal audit (1) any disagreements between management and the independent auditors in connections with any audits, (2) any difficulties encountered during the course of audits, including restrictions in scope or access to required information, and (3) management's response.
26. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as recommended by management and the independent auditors. Review with management and the independent auditors, at appropriate intervals, the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.
27. Inquire about the application of the Company's accounting policies and its consistency from period to period, and the compatibility of these accounting policies with Generally Accepted Accounting Principles, and, when applicable, the provisions for future occurrences that may have a material impact on the financial statements of the Company.
28. Review and discuss with management the program that management has established to monitor compliance with the Company's Code of Business Conduct and Ethics.
29. Review and discuss with management all disclosures made by the Company concerning any material changes in the financial condition or operations of the Company.
30. Review annually the independent auditors' letter of recommendations to management and management's responses.
31. Review any management decision to seek a second opinion from independent auditors other than the Company's regular independent auditors with respect to any significant accounting issues.
32. Review with management and the independent auditors the sufficiency and quality of the internal audit department staff and other financial and accounting personnel of the Company.

Risk Assessment and Management

33. The Committee shall discuss with management, the independent auditors and the internal audit department the guidelines and policies that govern the process by which the Company's exposure to risk is assessed and managed by management.
34. In connection with the Committee's discussions of the Company's risk assessment and management guidelines and policies, the Committee may discuss or consider the Company's major financial risk exposures and the steps that the Company's management has taken to monitor and control these exposures.

Related Party Transactions

35. The Committee shall review and approve or ratify any transactions between the Company and a related person that is required to be disclosed under the rules and regulations of the SEC. The Company's management shall have responsibility for bringing any such transaction to the attention of the Committee. In approving or rejecting any such transactions, the Committee will consider the relevant facts and circumstances, including the material terms of the transactions, risks, benefits, costs, availability of other comparable services or products and, if applicable, the impact on a director's independence. For purposes of this requirement, the terms "transaction" and "related person" shall have the meaning contained in item 404 of Regulation S-K.

Compliance with Laws, Regulations and Ethics Codes

36. The Committee shall review with the Company's general counsel the internal audit department or other appropriate people legal matters that may have a material impact on the Company's financial statements and any material reports received from or communications with regulators or government agencies.
37. The Committee shall discuss with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the Company's financial statements.
38. The Committee shall review and discuss with management the Company's Code of Business Conduct and Ethics and any other relevant codes or compliance policies, including the Company's Insider Trading Policy. The Committee shall regularly receive reports from management regarding compliance with the Code of Business Conduct and Ethics and the procedures established to monitor compliance, review and approve requests for waivers and promptly disclose any waivers that are granted as required by law, regulation or listing standards.

Performance Evaluation

39. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review and discussion.

Other

40. Provide an open avenue of communication between the internal auditors, the independent auditor, and the Board.
41. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
42. Delegate, in its discretion, any of its responsibilities to the extent allowed under applicable law.
43. Perform such other functions as assigned by law, the Board or the Company's Certificate of Incorporation, Bylaws or Guidelines on Corporate Governance.