

**CHARTER OF THE  
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS  
OF GOLDEN GRAIN ENERGY, LLC  
Last Updated on November 17, 2014**

**I. Purpose**

The Audit Committee (“Committee”) is appointed by the Board of Directors (“Board”) of Golden Grain Energy, LLC (the “Company”) to assist the Board in fulfilling its oversight responsibilities. The primary duties and responsibilities of the Audit Committee are to:

- Monitor the integrity of the Company’s financial reporting process and systems of internal controls regarding finance, accounting, legal and regulatory compliance;
- Appoint, compensate, retain and monitor the independence and qualifications of the Company’s independent auditors (also referred to herein as external auditors);
- Monitor the performance of the Company’s internal audit function and independent auditors;
- Provide an avenue of communication among the independent auditors, management, and the Board; and
- Prepare an Audit Committee report as required by the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement.

**II. Authority**

The Committee shall have the authority to conduct or authorize any investigation appropriate to fulfill its responsibilities, and is empowered to:

- Appoint, compensate, retain and oversee the work of the independent auditors who are employed by the Company to conduct the annual audit and who shall report directly to the Committee;
- Retain independent legal counsel and other advisers as it deems necessary in the performance of its duties;
- Resolve any disagreements between management and the independent auditor regarding financial reporting;

- Pre-approve all auditing and permitted non-audit services performed by the Company's independent audit firm;
- Delegate pre-approval authority to one member of the Committee. The Committee member shall, for information purposes only, report to the Committee any pre-approval decisions made by such member of the Committee.
- Seek any information it requires from employees, all of whom are directed to cooperate with the Committee's requests, or external parties;
- Meet with Company officers, external auditors, and outside counsel, as necessary;
- Delegate authority to subcommittees including the authority to pre-approve all auditing and permitted non-audit services, providing that such decisions are presented to the full Committee at its next scheduled meeting; and
- Determine appropriate funding for the Company's payment of compensation to the independent auditors for issuing an audit report or performing other audit review or attestation services for the Company
- Determine appropriate funding for the Company's payment of compensation to any other advisers employed by the Committee.

### **III. Composition**

1. Committee members' qualifications shall meet the requirements as may be set by the Board from time to time, in addition to all applicable legal and regulatory requirements.
2. The Committee shall be comprised of at least three directors of the Company, all in good standing, each of whom must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, statement of members' equity and cash flow statement. A majority of the directors on the Committee must be independent as defined in subparagraph 3 of this Article III below.
3. A director will NOT be considered independent for purposes of this Article III, if such director:

- (a) Receives any consulting, advisory, or other compensatory fees from the Company, other than board or committee fees and fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service);
- (b) Is an “affiliated person” of the Company, the definition of which is attached hereto as Exhibit 1;
- (c) Is an employee of the Company or any current subsidiary of the Company;
- (d) Has accepted or has a family member who has accepted payments from the Company or any of its subsidiaries in excess of \$60,000, other than as compensation for board or board committee service, payments arising solely from investments in the Company’s securities, compensation paid to a family member who is a non-executive employee of the Company, benefits under a tax-qualified retirement plan, or non-discretionary compensation, or certain permitted loans;
- (e) Has a family member who is employed by the Company or any of its subsidiaries as an executive officer;
- (f) Is or has a family member who is a partner or controlling shareholder or an executive officer of any organization to which the Company made, or from which the Company received, payments for property or services that exceeds 5% of the recipient’s consolidated gross revenues of that year, or \$200,000, whichever is more, other than payments arising solely from investments in the Company’s securities or payments under non-discretionary charitable contribution matching programs;
- (g) Is or has a family member who is employed as an executive officer of another entity where any of the executive officers of the company serve on the compensation committee of such other entity; or
- (h) Is or has a family member who is a current partner of the Company’s outside auditor who worked on the Company’s audit;

4. Committee members and a Committee chair shall be recommended and appointed by the Board.

#### **IV. Meetings**

The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall meet (i) separately; (ii) periodically with management; (iii) with internal auditors, if any; and (iv) with external auditors. The Committee may request any officer or employee of the Company, the Company's outside counsel, and/or the independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. All members are expected to attend each meeting, in person or via tele- or video-conference.

The minutes of each meeting are to be prepared at the direction of the Audit Committee Chair and sent to Committee members and all other directors. Copies are to be promptly provided to the independent auditors and the Company's legal counsel.

#### **V. Scope of Responsibilities and Duties**

##### **A. Charter Review**

1. Review and reassess the adequacy of this charter annually.
2. Consider changes that are necessary as a result of new laws and regulations.
3. Recommend any proposed changes to the Board. Submit the charter to the Board for approval and publish the document as required.

##### **B. Financial Reporting**

1. Review the Company's annual audited financial statements and the documents containing such filings prior to filing or distribution. The review should include discussions with management and independent auditors about the following:
  - Significant issues regarding accounting principles, practices, audit findings, disclosures, judgments and any other requirements under accounting standards and rules;
  - Complex or unusual transactions and areas in which an unusual degree of judgment must be exercised;

- The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
  - “Quality of earnings” of the Company from a subjective as well as objective standpoint; and
  - Effectiveness of price protection strategies in place for commodity and other inputs.
2. Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgment made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
  3. Review with management and the external auditors the results of the audit, including any difficulties encountered. This review will include any restrictions on the scope of the independent auditors activities or on access to requested information, and any significant disagreement with management.
  4. Discuss the annual audited financial statements and quarterly financial statements with management and external auditors, including the Company’s disclosures under the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section of the report. Consider any items required to be communicated by the independent auditors in accordance with SAS 61, which is attached to this charter as Exhibit 2.
  5. Review disclosures made by Executive Vice President and CFO in the Forms 10-KSB or 10-K and 10-QSB or 10-Q certification process about significant deficiencies in the design or operation of internal controls or any fraud that involves management or other employees who have a significant role in the Company’s internal control.

**C. Internal Control**

1. Consider the effectiveness of the Company’s internal control system, including information technology, security and control.
2. Understand the scope of the external auditor’s review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management’s responses.

**D. Internal Audit**

In the event the Company employs an internal audit department, the Committee shall:

1. Review with management the charter, plans, activities, staffing and organizational structure of the internal audit function.
2. Review the effectiveness of the internal audit function.

**E. Independent Auditors**

1. Each year, the Audit Committee shall review the independence and performance of the independent auditors and retain or discharge the independent auditors as circumstances warrant. In performing this review, the Committee shall:
  - (a) Obtain and review a report by the independent auditors describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal or peer quality-control review, of the firm, 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 firm, and any steps taken to deal with any such issues; and in order to assess the auditor's independence, all relationships between the independent auditor and the Company.
  - (b) Take into account the opinions of management and, in the event the Company has employed an internal audit, the opinions of the internal audit department.
  - (c) Present its conclusions with respect to the external auditor to the Board.
2. Prescribe such policies and procedures as the Committee deems appropriate pertaining to relationships with the independent auditors, including clear hiring policies for employees and former employees of the independent auditors.
3. Approve the independent auditors' engagement terms and fees for annual audit services as well as advance approval of all non-audit engagements with that firm. Any such approval of non-audit services by the independent auditor shall be disclosed in SEC reports as prescribed by law.

4. On at least an annual basis, review a formal, written statement from the independent auditors on such matters as are prescribed by law, including all relationships between the auditors and the Company or its management. Discuss with the independent auditors all significant relationships they have with the Company and their impact on the auditors' objectivity and independence, including non-audit services and the fees proposed and charged therefore. The Audit Committee must take appropriate action in response to these matters to satisfy itself of the auditors' independence.
5. Review the independent auditors' audit plan; discuss scope, staffing, locations, reliance upon management, and general audit approach, including coordination of audit effort with the internal audit department, if any.
6. Ensure the rotation of the lead audit partner and other audit partners as required by law, and consider whether there should be regular rotation of the audit firm itself. Current SEC regulations require the lead audit partner to be rotated every 5 years.
7. Present its conclusions with respect to the independent auditor to the Board.
8. Meet separately with the external auditors on a regular basis to discuss any matters that the committee or auditors believe should be discussed outside the presence of the full board.
9. Review all material written communications between the independent auditors and management, e.g., management letter, schedule of unadjusted differences and/or reportable conditions letter.

**F. Compliance**

1. At least once annually, review with the Company's legal counsel any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations (in coordination with other committees), and inquiries received from regulators or governmental agencies.
2. Establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

3. Review the process for communicating the Code of Ethics to appropriate company personnel, and for monitoring compliance therewith.
4. Obtain regular updates from management and Company legal counsel regarding compliance matters.

**G. Reporting Responsibilities**

1. Annually prepare such report and certification to unit-holders as required by SEC regulations.
2. Report to the Board about Committee activities and issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Company's independent auditors, and, in the event the Company has employed an internal audit department, the performance of the internal audit function.

**H. Other Audit Committee Responsibilities**

1. Discuss and review with management the Company's major policies with respect to risk assessment and risk management.
2. As considered necessary by the Committee, review policies and procedures as well as audit results associated with directors' and officers' expense accounts and perquisites, including the use of the Company's assets.
3. Perform any other activities consistent with this Charter, the Company's operating agreement, and governing law, as the Committee or the Board deems necessary or appropriate.
4. Periodically review materials or receive education on audit committee-related and new accounting and auditing-related developments and best practices.
5. Annually evaluate the Committee's performance of its responsibilities, confirm that all responsibilities outlined in this charter have been carried out, and create an agenda for the ensuing year.



## EXHIBIT 1

The term *affiliate* of, or a person *affiliated* with, a specified person, means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

- (A) A person will be deemed not to be in control of a specified person for purposes of this section if the person:
  - 1. Is not the beneficial owner, directly or indirectly, of more than 10% of any class of voting equity securities of the specified person; and
  - 2. Is not an executive officer of the specified person.
- (B) The previous paragraph (Subparagraph A) of this section only creates a safe harbor position that a person does not control a specified person. The existence of the safe harbor does not create a presumption in any way that a person exceeding the ownership requirement in the previous paragraph (Subparagraph A) of this section controls or is otherwise an affiliate of a specified person.

The following will be deemed to be affiliates:

- (A) An executive officer of an affiliate;
- (B) A director who also is an employee of an affiliate;
- (C) A general partner of an affiliate; and
- (D) A managing member of an affiliate.

For purposes of the previous paragraph (Subparagraph A) of this section, dual holding companies will not be deemed to be affiliates of or persons affiliated with each other by virtue of their dual holding company arrangements with each other, including where directors of one dual holding company are also directors of the other dual holding company, or where directors of one or both dual holding companies are also directors of the business jointly controlled, directly or indirectly, by the dual holding companies (and, in each case, receive only ordinary-course compensation for serving as a member of the board of directors, audit committee or any other board committee of the dual holding companies or any entity that is jointly controlled, directly or indirectly, by the dual holding companies).

**EXHIBIT 2**

**SAS 61**