

Audit Committee Charter (amended effective September 17, 2010)

Purpose

The Board of Directors (the "Board") of Marchex, Inc. (the "Company") has established an Audit Committee (the "Committee") whose role is to assist the Board in oversight and monitoring of: (i) the quality and integrity of the Company's financial statements and related disclosure; (ii) the Company's compliance with legal and regulatory requirements; (iii) the independent auditors, including their qualification and independence; (iv) the Company's system of internal controls; and (v) the auditing, accounting and financial reporting process in general.

The Committee does not prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company's financial statements. It is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") and applicable rules and regulations. The Committee serves a board level oversight role through which it provides advice, counsel and direction to management and the independent auditors on the basis of information it receives, discussions with accountants and its members' experience in business, financial and accounting matters.

Nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under Delaware law which shall continue to set the legal standard for the conduct of the members of the Committee.

Committee Membership

The Committee shall consist of a minimum of three members of the Board, each of whom shall meet the independence requirements of the Securities and Exchange Commission ("SEC"), The Nasdaq Stock Market LLC ("Nasdaq") and applicable law; provided, however, that one director who does not meet the independence criteria of Nasdaq, but is not a current employee or officer, or an immediate family member of an employee or officer, may be appointed to the Committee, subject to the approval of the Board pursuant to, and subject to the limitations under, the "exceptional and limited circumstances" exceptions as provided under the rules of Nasdaq.

In addition, the Committee shall not include any member who:

- has participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three (3) years;
- accepts any consulting, advisory, or other compensatory fee, directly or indirectly, from the Company, other than in his or her capacity as a member of the Committee, the Board, or any other committee of the Board; or

- is an affiliate of the Company or any subsidiary of the Company, other than a director who meets the independence requirements of Nasdaq.

Each member shall be financially literate, in accordance with the Nasdaq audit committee requirements, and at least one member will have (i) past employment experience in finance or accounting; (ii) requisite professional certification in accounting; or (iii) other comparable experience or background resulting in the individual being financially sophisticated. At least one member of the Committee shall meet the definition of an audit committee financial expert, in accordance with the SEC rules and regulations. All determinations regarding independence, financial literacy and qualification as an audit committee financial expert shall be made by the Board.

The Board shall appoint one member of the Committee to act as its Chair. The Chair shall preside at all regular sessions of the Committee and set the agenda for each Committee meeting. The members of the Committee will be appointed by the Board. The members of the Committee will serve at the discretion of the Board. The members of the Committee shall serve terms of one year, and shall be eligible for re-appointment.

Committee Duties and Responsibilities

In carrying out its duties and responsibilities, the Committee's policies and procedures shall remain flexible, so that it may be in the best position to react and respond to changing circumstances or conditions. The following offers guidelines regarding the Committee's duties and responsibilities.

The Committee shall:

A. *Charter Review*

- Review and reassess the adequacy of this Charter at least annually. Submit the Charter to the Board for approval and publish the document as required by law or SEC rules.

B. *With respect to the Company's Independent Auditor*

- Appoint, compensate and oversee the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.
- Pre-approve all audit and non-audit services to be provided to the Company by the independent auditors (except for certain de minimus actions permitted under the SEC rules and regulations) and review and approve disclosures with respect to non-audit

services. 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.

- Review and provide guidance with respect to the external audit and the Company's relationship with its independent auditors by: (i) reviewing the independent auditors' proposed audit scope, approach and independence; (ii) obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Company which may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and evaluating them; (iii) ensuring that the independent auditors submit to the Committee on an annual basis a formal written statement delineating all relationships and services that may impact the objectivity and independence of the independent auditors; and (iv) reviewing reports submitted to the Committee by the independent auditors in accordance with the applicable SEC requirements.
- Obtain and review a timely report to the Committee regarding: (i) all critical accounting policies and practices used; (ii) alternative treatments of financial information within GAAP that have been discussed with management; (iii) ramifications of the use of such alternative and the treatment preferred by the auditor; and (iv) any other material written communications between the auditor and management.
- Periodically discuss with the independent auditors: (i) 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 (ii) the completeness and accuracy of the Company's financial statements.
- Review the experience and qualifications of the senior members of the independent auditor team.
- Establish policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company, taking into account the impact of such policies on auditor independence.
- Consult with the independent auditors to assure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit every five years, consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm, and report to the Board on its conclusions.

- Review the performance of the independent auditors on an annual basis.

C. *With respect to Financial Reporting, Policies and Processes*

- Review the Company's audited financial statements and the documents containing such filings, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", prior to filing or distribution. Include in such review discussion with management and independent auditors of significant issues regarding accounting principles, practices, audit findings, disclosures, judgments and any other requirements under accounting standards or rules.
- Review and discuss with management, the Company's internal procedures.
- In consultation with management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls. Review the Company's policies and procedures with respect to financial risk assessment and management, including discussing with management the Company's major financial risk exposures and the steps management has taken to monitor, control or mitigate and report such exposures. Review significant findings prepared by the independent auditor together with management's responses.
- Prior to issuing quarterly financial statements, review those statements and the related filings with management and the independent auditors and consider any items required to be communicated by the independent auditors in accordance with the Statements on Auditing Standards No. 61.
- Review the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and discuss with the independent accountant the independent accountant's independence.
- Recommend to the Board the inclusion of the audited financial statements in the Company's Annual Report on Form 10-K.
- Review with management and the independent auditor any material changes to the Company's accounting principles and practices.
- Review with management and the independent auditor any significant changes required in the independent auditor's audit plan.

- Provide a report for inclusion in the Company's proxy statement in accordance with the rules and regulations of the SEC.
- Oversee compliance with the requirements of the SEC for disclosure of auditors' services and audit committee member qualifications and activities.
- Review and discuss with management and the independent auditor any off-balance sheet transactions or structures and their effect on the Company's financial results and operations, as well as the disclosure regarding such transactions and structures in the Company's public filings.

D. *With respect to Internal Controls*

- Coordinate the Board's oversight of the Company's internal accounting controls over financial reporting, the Company's disclosure controls and procedures and the Company's code of conduct.
- Review the Company's management report on internal controls over financial reporting disclosure requirements, which explains the management's responsibility for maintaining an internal control structure and assesses the effectiveness of the internal control structure for the past year, to be contained in the Company's Annual Report on Form 10-K. Review the independent auditor's attestation to and report on management's assessment.
- Review the independent auditor's communication of any material weaknesses in internal controls, and assess the adequacy of management's corrective action.
- Assess whether any changes to the internal controls or disclosure controls processes and procedures are appropriate in light of management's assessment or the independent auditor's report.
- Review and approve the internal audit plan and enable direct communication between the Committee and the finance department.
- Review and approve all related party transactions required to be disclosed by Item 404 of Regulation S-K.
- Receive and review the reports of the Chief Executive Officer and the Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act and Rule 13a-14 of the Securities Exchange Act of 1934, as amended.
- Establish procedures for: (i) the receipt, retention and resolution of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;

and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- Review with the Company's 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 and inquiries received from regulators or other governmental agencies.
- Review the Company's procedures for monitoring compliance with the Foreign Corrupt Practices Act to the extent applicable to the Company's business.

E. *With respect to Other Responsibilities*

- Provide an open avenue of communication between the independent auditor and the Board.
- Review the Committee's structure, processes and membership requirements at least once a year.
- Report Committee actions to the Board with such recommendations as the Committee deems appropriate.
- Review and approve in advance any proposed related party transactions and report to the full Board on any approved transactions.
- Annually evaluate the Committee's performance of its responsibilities.
- Periodically review materials or receive education on audit committee-related and new accounting and auditing-related developments and best practices.

Meetings

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than four times per year. The Committee should meet periodically in executive session without management present. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee shall keep minutes of its proceedings that shall be signed by the person whom the Chair designates to act as secretary of the meeting. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the entire Board, and shall be filed as permanent records with the Secretary of the Company. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone, remote communication or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting

requirements as are applicable to the Board. The Committee shall be authorized to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter; (ii) any provision of the by-laws of the Company; or (iii) applicable law.

The Committee will meet separately with each of the Chief Executive Officer and the Chief Financial Officer at least annually to review the Company's financial affairs. As necessary or desirable, the Chair may request that members of management and representatives of the independent auditors be present at meetings of the Committee.

Members of the Committee are expected to use all reasonable efforts to attend each meeting.

Reporting

The Committee shall prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the Board and the Committee shall include recommendations for Board action when appropriate. The Committee shall also inform the Board promptly of any issues or concerns.

Authority

The Committee shall have the funding, resources and authority necessary to discharge its duties and responsibilities, including the funding and authority to compensate audit firms or other advisors and for other ordinary administrative expenses that are necessary or appropriate in carrying out its duties. The Committee shall also have authority to retain outside counsel or other experts or consultants, as it deems appropriate.

The Committee shall have the authority to investigate any activity of the Company within its scope of responsibilities and shall have unrestricted access to members of management and all information relevant to its responsibilities. The Committee shall have the authority to form and delegate responsibilities to subcommittees, as may be necessary or appropriate.

Publication

The Company shall make this Charter freely available to shareholders on request and shall publish it on the Company's website.

This Charter is intended to provide a set of guidelines for the effective functioning of the Committee. Subject to Board approval, the Committee may at any time modify or amend (i) this Charter, and (ii) the authority and responsibilities of the Committee set forth herein.