

**BIORESTORATIVE THERAPIES, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**A. Purpose and Responsibilities**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of BioRestorative Therapies, Inc. (the "Company") shall have the following purposes and responsibilities:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO") and other executive officers (collectively, the "Executive Officers"), evaluate the performance of each of the Executive Officers in light of those goals and objectives, and determine and approve the compensation level of each of the Executive Officers based on this evaluation. In determining the long-term incentive component of Executive Officer compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to executive officers at comparable companies, the awards given to the Executive Officers in past years, and such other factors as it may determine.
2. Make recommendations to the Board with respect to non-Executive Officer and director compensation.
3. Approve any new equity compensation plan or any material change to an existing plan, approve grants pursuant to equity compensation plans and administer such plans.
4. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establish performance goals.
5. Make recommendations to the Board with respect to any severance or similar termination payments proposed to be made to any current or former Executive Officer of the Company.
6. If required, prepare an Annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission (the "SEC") rules and regulations.
7. Report to the Board on a regular basis and not less than once a year.
8. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

9. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel and/or other adviser.
10. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel and/or other adviser retained by the Committee.
11. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
  - (i) the provision of other services to the Company by the person proposed to serve as, or the entity that employs the proposed, compensation consultant, legal counsel, or other adviser;
  - (ii) the amount of fees received from the Company by the person proposed to serve as, or the entity that employs the proposed, compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of such person or entity;
  - (iii) the policies and procedures of the person proposed to serve as, or the entity that employs the proposed, compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - (iv) any business or personal relationship of the person proposed to serve as, or the entity that employs the proposed, compensation consultant, legal counsel, or other adviser with a member of the Committee;
  - (v) any stock of the Company owned by the person proposed to serve as, or the entity that employs the proposed, compensation consultant, legal counsel, or other adviser; and
  - (vi) any business or personal relationship of the person proposed to serve as, or the entity that employs the proposed, compensation consultant, legal counsel, or other adviser, with an Executive Officer of the Company.
12. The Committee shall review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually (and update this Charter if and when appropriate).

**B. Composition**

The Committee shall be comprised of such minimum number of directors as to satisfy the compensation committee composition requirements promulgated by the SEC, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body” and collectively, the “Regulatory Bodies”), as in effect from time to time. The composition of the Committee shall satisfy the independence requirements of any applicable Regulatory Body, and each member of the

Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

C. **Meetings**

The Committee shall meet at least one time per year, either in person, by videoconference or telephonically, at a time and place determined by the Committee Chair, 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 Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The CEO shall not be present during any voting or deliberation of his or her compensation.

Minutes of each meeting shall be prepared under the direction of the Chair of the Committee and circulated to Committee members for review and approval. The Committee shall report its actions and any recommendations to the Board after each Committee meeting.

D. **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of director, CEO or other Executive Officer compensation, this authority shall be vested solely in the Committee.