

COHBAR, INC.
COMPENSATION COMMITTEE CHARTER

I. Purpose

The primary objective of the Compensation Committee (the “*Committee*”) of Cohbar, Inc. (the “*Company*”) is to discharge the responsibilities delegated to the Committee by the board of directors (the “*Board*”) concerning the (a) review and approval of the compensation of the executive officers of the Company and such other employees of the Company as the Board may determine and to make recommendations to the Board with respect to standards for setting compensation levels, (b) administration of the incentive compensation plans (including equity-based plans and non-equity based plans) of the Company, (c) exercise of such other powers and authority as are set forth in this Charter and (d) exercise of such other powers and authority as shall from time to time be assigned to the Committee by resolution of the Board.

II. Organization

Members of the Committee shall be directors currently serving on the Board. The Committee shall be composed of two (2) or more directors, each of whom shall be independent as determined by reference to applicable rules of the NASDAQ Stock Market (except as may be permitted under NASDAQ Listing Rule 5605(d)), or such other exchange upon which the Company’s securities may be traded, and securities laws of the jurisdictions to which the Company is subject. Additionally, at least two (2) of the directors must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act.

The members of the Committee shall be appointed by the Board.

The Committee may form and delegate authority to subcommittees when it determines that the same is necessary or appropriate.

III. Meetings

The Board shall designate a member of the Committee as the chairperson (the “*Chair*”). The Committee shall typically meet two (2) times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Review and approve on an annual basis corporate goals and objectives relevant to compensation for each executive officer of the Company (together, the “*Executive Officers*”), evaluate the Executive Officers’ performance in light of those goals and objectives and set the Executive Officers’ compensation level based on this evaluation. In determining the long-term incentive component of compensation for the Executive Officers, the Committee will also consider, among such other factors as it may deem relevant, the Company’s performance, stockholder returns, the value of similar incentive awards to executive officers at comparable companies and the awards given to the Executive Officers in past years. The Company’s Chief Executive Officer cannot be present during any voting or deliberations by the Committee on his or her compensation.
2. Review and make recommendations to the Board on an annual basis with respect to the adequacy and form of compensation and benefits of all directors. A member of the Committee must not participate in any review or assessment of their own remuneration.
3. Administer and make recommendations to the Board with respect to the Company’s employees’ and directors’ equity incentive plan(s) and any other incentive compensation plans and equity-based plans.
4. Determine the recipients of, and the nature and size of share compensation awards and bonuses granted from time to time, in compliance with applicable securities law, stock exchange and other regulatory requirements.
5. Prepare any report as may be required under applicable securities law, stock exchange and any other regulatory requirements, including any Committee report to be included in the Company’s annual proxy statement.
6. Review the Company’s incentive equity compensation arrangements to determine whether they encourage excessive risk-taking, and to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
7. If applicable, consider the results of the most recent shareholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act in evaluating and determining executive compensation policies and decisions.
8. If applicable, review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.

9. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
10. Review and reassess the adequacy of this Charter annually and recommend to the Board and the Governing and Nominating Committee any changes deemed appropriate by the Committee.
11. Review its own performance annually.
12. Report regularly to the Board.
13. Perform any other activities consistent with this Charter, the Company's governing documents and governing law, as the Committee or the Board deems necessary or appropriate.

V. Resources

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice of outside advisors, including (i) the sole authority to retain or terminate consultants to assist the Committee in the evaluation of compensation of senior management and directors; and (ii) the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Committee. The Company shall provide such funding, and the Committee shall set the compensation, and oversee the work, of its outside advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of such compensation consultants, legal counsel or other advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee shall evaluate the independence of any compensation consultant retained or to be retained by reference to the considerations applicable under applicable rules of any securities exchange on which the Company's securities are listed, and shall further evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.