



**CODA OCTOPUS GROUP, INC. CHARTER FOR THE
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

DATE: July 19, 2017



CODA OCTOPUS GROUP, INC. CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

As adopted by the Board of Directors effective as of July 19, 2017.

1. Purpose

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (“**Board**”) of Coda Octopus Group, Inc., a Delaware corporation (the “**Company**”), to discharge the Board's responsibilities relating to the compensation of the Company's directors and officers. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company. The Committee is also responsible for producing any report and reviewing and approving any Compensation Discussion and Analysis and the supporting compensation disclosure materials, required under the federal securities laws to be included in any annual report on Form 10-K or proxy statement filed with the Securities and Exchange Commission.

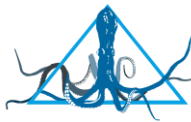
2. Composition of the Committee

The members of the Committee shall be appointed and removed by the Board, and shall meet the independence requirements of applicable law and the listing standards of the Nasdaq Stock Market, the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (“Exchange Act”). The Committee shall be comprised of at least two members. The Board shall make a determination on the independence of each member and shall also designate a Committee Chair.

3. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

- A. Charter** — At least annually, review and reassess this charter and any proposed changes shall be submitted to the Board for approval.
- B. Goals and Objectives** — Review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to compensation of the Chief Executive Officer and other officers of the Company as defined under Rule 16a-1(f) under the Exchange Act, including the balance between short-term compensation and long-term incentives; evaluate the performance of the Chief Executive Officer and other



officers in light of those goals and objectives; and set the compensation level of the Chief Executive Officer and other officers based on such evaluation.

- C. *Compensation Levels*** — Establish the compensation level (including base and incentive compensation) and direct and indirect benefits of the Company's Chief Executive Officer and other officers. In determining compensation levels, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's overall annual financial and operating performance as well as total shareholder return (or other measures), the overall role and responsibility of each officer, the impact of each individual's contributions as well as the compensation levels of comparable positions at comparable companies.
- D. *Post-Service Arrangements*** — The Committee shall evaluate the post-service arrangements and benefits of the Chief Executive Officer and other officers and their reasonableness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.
- E. *Incentive Compensation Plans*** — The Committee shall make recommendations to the Board with respect to the establishment and terms of incentive compensation plans and equity-based plans and shall have the authority for the administration of such plans, including determining any awards to be granted to officers and others under any such plan implemented by the Company.
- F. *Appointment and Monitoring of Named Fiduciaries*** — With respect to any funded employee benefit plan covering employees of the Company subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974 adopted by the Board, the Committee shall have the authority to appoint and terminate the named fiduciary or named fiduciaries of such plan and shall monitor their performance, unless such fiduciaries are specified in the constituent plan documents.
- G. *Evaluation of Compensation and Benefit Programs*** — The Committee shall review on an annual basis the operation of the Company's compensation program to evaluate its coordination and execution. If deemed appropriate, the Committee shall recommend to the Board steps to modify compensation programs that provide benefits or payments that are not reasonably related or are disproportionate to the benefits received by the Company.
- H. *Perquisites Policies*** — The Committee shall establish and review on an annual basis policies with respect to management perquisites.
- I. *Director Compensation and Perquisites*** — The Committee shall review, not less frequently than bi-annually, director compensation, including cash payments, equity awards and other benefits. The Committee shall make recommendations to the Board. In considering Director compensation and other benefits, the Committee may take into consideration the relative responsibilities of Directors in serving on the Board and its various Committees and the status of the Board's compensation in relation to similarly situated companies. Directors who are Company employees shall not be compensated for their services as Directors.



- J. *Related Party Compensation*** — The Committee shall establish the compensation level (including base and incentive compensation) and direct and indirect benefits of any consultants to the Company who are considered to be “affiliates” of the Company, as such term is defined by Rule 12b-2 under the Exchange Act. In determining compensation levels, the Committee shall consider such factors as it deems appropriate.

Access to Consultants — The Committee shall have the authority and responsibility to engage and terminate any compensation consultants, legal counsel or any other advisers to assist in determining appropriate compensation levels for the officers and directors of the Company and to otherwise carry out the duties of the Committee, and to approve the terms of any such engagement and the fees of any such consultant or advisor, considering the recommendations of the Company’s management. The Committee shall ensure that the Company’s budgetary and financial plans can accommodate the costs of such external resources that it may engage pursuant to this Charter.

- K. *Access to Records*** — In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company's outside counsel or any other person, meet with any members of, or consultants to, the Committee.

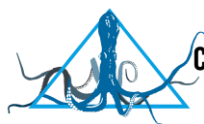
- L. *Annual Compensation Committee Report and Review of the Compensation Discussion and Analysis*** — The Committee shall review and discuss any required CD&A with management and based on such review will recommend to the board of directors that the CD&A, if required, be included in the Company's annual report on Form 10-K or proxy statement in accordance with applicable rules and regulations.

- M. *Other Duties*** — The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

4. Committee Meetings

The Committee will meet on a regular basis and will hold special meetings as circumstances require. The timing of the meetings to be scheduled for an upcoming fiscal year shall be determined by the Committee prior to the beginning of such fiscal year. A calendar of proposed meetings will be reviewed by the Committee at the same time as the annual Committee Charter review. The Committee shall not allow the chief executive officer of the Company to be present during voting or deliberations on his or her compensation. At all Committee meetings a majority of the total number of sitting members shall constitute a quorum. All meetings shall be held subject to and in accordance with applicable sections of the Delaware General Corporation Law (including without limitation notice, quorum and votes/actions of the committee) and the Bylaws of the Company.

Minutes shall be kept of each meeting of the Committee. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. The Committee shall make regular reports to the Board.



Coda Octopus Group, Inc.

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