

COMPENSATION COMMITTEE CHARTER
ADOPTED BY THE BOARD OF DIRECTORS OF
SPECTRASCIENCE, INC.

Purpose

The purpose of the Compensation Committee of the board of directors of SpectraScience is to assist the Board in its responsibilities relating to compensation, and to oversee incentive, equity-based and other compensatory plans in which directors, executive officers and key employees of the Company participate.

Composition

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall satisfy the requirements of NASDAQ by qualifying as a "outside, non-employee director".

Responsibilities

The Committee is charged by the Board with the responsibility to:

- A. Develop and periodically review compensation policies and practices applicable to executive officers, including the criteria upon which executive compensation is based, the specific relationship of corporate performance to executive compensation and the composition in terms of base salary, deferred compensation and incentive or equity-based compensation and other benefits.
- B. Review and recommend corporate goals and objectives relevant to the compensation of the CEO and President and, evaluate the performance of the CEO in light of the goals and objectives, and recommend for approval by the independent members of the Board the compensation of the CEO based on this review.
- C. Review and recommend corporate goals and objectives relevant to the compensation of other executives, evaluate their respective performances in light of these goals and objectives, and recommend for approval by the members of the Board, the compensation for such individuals based on this review.
- D. Review any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits, and any material amendments to any of the foregoing, applicable to executive officers and recommend the same for approval by the members of the Board based on this review.
- E. Oversee and evaluate incentive, equity-based and other compensatory plans of the Company in which executive officers and key employees participate. This will include approving guidelines and size of grants and awards, making grants and awards, modifying or canceling grants or awards,

designating employees eligible to participate and imposing limitations and conditions on grants or awards.

F. Review and approve, subject to stockholder or Board approval as required, the creation or amendment of any incentive, equity-based and other compensatory plans.

G. Review periodically the compensation and benefits offered to non-employee directors and recommend changes to the Board as appropriate.

H. Produce an annual report on executive compensation for inclusion in the Company's proxy statement.

I. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

J. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or as designated in plan documents.

Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Compensation Committee described above. However, the Board retains the authority to authorize one or more officers of the Company to designate officers and employees to be recipients of rights or options created by the Company or to determine the number of such rights or options to be received by such officers or employees.
2. Delegate responsibilities, as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate compensation consultants, independent counsel and such other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of such advisers.
5. Cause the officers of the Company to provide such funding, as the Committee shall determine to be appropriate for payment of compensation to any compensation consultants, independent counsel or other advisers engaged by the Committee.