

CELL THERANOSTICS, INC.
COMPENSATION COMMITTEE CHARTER

The Charter of the Compensation Committee is established as follows.

1. Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Cell Theranostics, Inc. (the "Company") is to formulate, evaluate and approve the compensation of the Company's directors, executive officers and key employees, oversee all compensation programs involving the use of the Company's stock, and produce an annual report on executive compensation for inclusion in the Company's proxy statement for its annual meeting of stockholders, in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's stockholders.

2. Membership

The Committee members shall be appointed by the Board and may be removed, with or without cause, by the Board. The Committee shall consist of two (2) or more directors who are not employees of or service providers to the Company, as determined by the Board from time to time. Each Committee member shall serve until a successor to such member is duly elected by the Board and qualified or until such member's resignation or removal from the Board or the Committee. The Chairman of the Committee shall be designated by the Board. The members of the Committee shall satisfy (i) the "outside director" definition set forth in Treasury Regulation §1.162-27(c) under Section 162 of the Internal Revenue Code, as amended (the "Code"), (ii) the "non-employee director" definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (iii) any other applicable laws and regulations.

3. Meetings

The Committee shall hold such regular meetings as may be necessary or advisable, but no less frequently than annually, and hold such special meetings as may be called by the Committee's Chairman. The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. Actions may be taken by the Committee upon the affirmative vote of a majority of its members present at a meeting of the Committee at which a quorum is present, unless a greater number is required by applicable law or the Company's certificate of incorporation or bylaws, or without a meeting if all of the members of the Committee indicate their approval in writing. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, except that it shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Decisions of any such subcommittee shall be presented to the full Committee at its next scheduled meeting.

The Chairman of the Committee shall consult with Company management and members of the Committee in the process of establishing agendas for Committee meetings.

The Committee shall make regular reports to the Board on the actions and recommendations of the Committee. The Committee shall maintain and submit to the Board copies of minutes of each meeting of the Committee and each written consent to action taken without a meeting, reflecting the

actions so authorized or taken by the Committee. A copy of the minutes of each meeting and each written consent to action taken without a meeting shall be placed in the Company's minute book.

4. Duties and Responsibilities

To fulfill its responsibilities and duties, the Committee shall:

- (a) Take any and all action which may be taken by the Board of the Company with respect to fixing the compensation level of officers and other senior executives of the Company, including, but not limited to, the development of compensation policies that attract and retain the highest quality executives, clearly articulate the relationship of corporate performance to executive compensation and reward executives for the Company's progress;
- (b) No less than annually review and approve compensation for the CEO, executive officers and all other officers of the Company subject to the reporting requirements of Section 16(a) of the Exchange Act of the Company, including any incentive bonuses, equity compensation, executive perquisites, severance arrangements, change-in-control benefits and other forms of compensation;
- (c) Annually review and recommend to the Board corporate goals and objectives relating to the compensation of the CEO, executive officers and all other officers of the Company subject to the reporting requirements of Section 16(a) of the Exchange Act and evaluate performance by the CEO and such executive officers of the Company in light of such corporate goals and objectives;
- (d) Propose the adoption, amendment, and termination of stock option plans, stock appreciation rights plans, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, incentive compensation plans, deferred compensation plans, and other similar programs ("Compensation Plans") and to oversee the administration of the Compensation Plans in accordance with their terms, including the authority to:
 - set performance targets under all annual bonus and long-term incentive compensation plans as appropriate, including, as and when required, committing to writing any and all performance targets for all executive officers who may be "covered employees" under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be "pre-established" within the meaning of Section 162(m); and
 - certify that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s), which certification shall be in accordance with the requirements under Section 162(m) of the Code, as and when required;

Review and discuss with management the Company's compensation discussion and analysis to be included in the Company's annual proxy statement or annual report on

Form 10-K or similar form filed with the appropriate regulatory authority and produce an annual report on executive compensation for including in the Company's annual proxy materials in accordance with applicable rules and regulations of the listing exchange, and other regulatory bodies;

- (g)** Determine and approve the form and amount of awards to eligible Company and Company subsidiary employees in accordance with the terms of the applicable Compensation Plans;
- (h)** Review management's risk assessment of compensation policies and practices;
- (i)** Review and act upon such other compensation matters as the Board or the CEO wishes to have the Committee consider;
- (j)** Review and make recommendations to the Board regarding the amount and types of compensation that should be paid to the Company's outside directors, so as to ensure that such pay levels remain competitive, taking into account such factors as the Company's size, industry characteristics, location, the practices at comparable companies in the same region, and such other factors as the Committee deems relevant;
- (k)** Review and establish policies regarding stock ownership levels for the CEO, other key executives and members of the Board, and review and establish clawback policies;
- (l)** Monitor and ensure that the Company continues to comply with the applicable requirements any other applicable laws and regulations;
- (m)** Investigate any matter brought to its attention that is within the scope of the Committee's authority and responsibilities; and
- (n)** Do every other act incidental to, arising out of or in connection with, or otherwise related to, the authority granted to the Committee hereby or the carrying out of the Committee's duties and responsibilities hereunder.

The Committee is authorized, without further action by the Board, to retain or obtain the advice of such independent legal counsel, compensation consultants and other compensation advisors as it deems necessary or appropriate to carry out its responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee. The Committee is responsible for the appointment, compensation and oversight of the activities of such advisors. The Committee has the authority to engage its advisors only after giving due consideration of the independence of the proposed advisers, including the following factors:

- (i)** The provision of other services to the Company by the advisor's employer;
- (ii)** The amount of fees received from the Company by the advisor's employer, as a percentage of the total revenue of the employer;
- (iii)** The policies and procedures of the advisor's employer that are designed to prevent conflicts of interest;
- (iv)** Any business or personal relationship of the advisor with a member of the Committee;

- (v) Any stock of the Company owned by the advisor; and
- (vi) Any business or personal relationship of the advisor or the advisor's employer with an executive officer of the Company.

5. Charter Review and Amendment

The Committee shall review and assess the adequacy of this Charter on an annual basis. By a majority vote, the Board may approve amendments to this Charter.