

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (the "Charter") was adopted by the Board of Directors (the "Board") of OmniComm Systems, Inc. (the "Company") on April 13, 2016 and amended by the Board effective June 1, 2017 and March 8, 2018.

I. PURPOSES

The Board hereby delegates to the Compensation Committee of the Board (the "Committee") strategic and administrative responsibility on a broad range of compensation and benefits issues. The Committee's basic responsibility is to assure that the principal executive officer ("PEO"), other officers, and key management of the Company are compensated effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies. In addition, the Committee is responsible for establishing general compensation philosophies for non-management employees.

II. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee shall be provided with whatever resources it deems necessary and appropriate to fulfill its responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal advisor or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other advisor, including having the sole authority to retain, terminate and determine the fees of any such consultant, legal counsel or advisor. Prior to engaging a compensation consultant, legal counsel or other advisor, the Committee shall take into consideration the following independence-related factors, as well as any other factors that may, from time to time, be identified as relevant by the Securities and Exchange Commission (the "SEC"):

- Whether the advisor's firm provides other services to the Company;
- The amount of fees received by the advisor's firm from the Company, as a percentage of the total revenue of such firm;
- Conflict of interest policies and procedures of the advisor's firm;
- Any business or personal relationship of the advisor with any member of the Committee;
- Any stock ownership by the advisor in the Company; and
- Any relationships (whether business or personal) between the advisor or the advisor's firm with any executive officer of the Company.

The Company shall provide adequate resources, including, without limitation, appropriate funding, to support the Committee's activities, including payment of reasonable compensation to the compensation consultants, independent legal counsel and any other advisors retained by the Committee.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of not less than two directors. Each member shall meet (i) the definition of "independent" and any additional independence requirements that may be required for Compensation Committee members pursuant to the rules promulgated under the Securities

Exchange Act of 1934, as amended (the "Act") and The NASDAQ Stock Market, (ii) the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iii) the requirements of a "non-employee director" for purposes of Section 16 of the Act.

Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Committee to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee's information needs. In the absence of the Chairman of the Committee at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

IV. **COMMITTEE MEETINGS**

Meetings of the Committee shall be held at such times and places as the Committee shall determine, including telephonically and by written consent, provided the Committee shall meet at least once per year. When necessary, the Committee shall meet in executive session without Company management present. The PEO may not be present during voting or deliberations by the Committee on his or her compensation. The Chairman of the Committee shall report on activities of the Committee to the Board.

The Committee shall establish its own schedule and rules of procedure. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

V. **KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. Specifically, the Committee shall be responsible for the following:

1. Review annually and approve the Company's stated compensation strategy and programs to ensure that management and other employees are rewarded appropriately for their contribution to Company growth and profitability and that the compensation strategy supports organization objectives and stockholder interests.
2. Review annually the Company's compensation policies and practices applicable to all employees (not just executives) as they relate to the Company's risk management and risk-taking incentives to the extent that the risks arising from those compensation policies and practices are "reasonably likely" to have a material adverse effect on the Company.
3. Review and approve the compensation of the PEO and the goals and objectives relevant thereto. Annually evaluate the performance of the PEO in light of those goals and objectives and determine the PEO's compensation level and each of the individual elements of the PEO's compensation based on this evaluation. In determining the PEO's compensation, 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 stockholder return (or other measures), the value and components of compensation granted to PEOs at comparable companies and the awards given to the PEO in past years. The PEO compensation, as approved by the Committee, shall be recommended by the Committee to the Board and thereafter approved by the Board.

4. Review and approve the individual elements of total compensation for the executive officers and key management other than the PEO. Typically, this will be accomplished based upon the recommendations of the PEO after review of comparative compensation and performance data.
5. Review and discuss with management the Company's disclosures under the "Compensation Discussion and Analysis" (the "CD&A") to be included in the Company's annual report, or proxy statement relating to the Company's annual stockholder meeting, as applicable, filed with the SEC to ensure that the CD&A communicates the Company's compensation policies applicable to the PEO and other executive officers and the specific relationship of corporate performance to executive compensation. Based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report, or proxy statement relating to the Company's annual stockholder meeting, as applicable. The Committee shall also produce a report of the Committee for inclusion in the Company's annual report, or proxy statement relating to the Company's annual stockholder meeting, as applicable, stating that the Committee has taken the actions described in this paragraph.
6. Evaluate the executive compensation plans applicable to the PEO and the other named officers with respect to their compliance with IRC Section 162(m).
7. Assure that the annual incentive compensation plan is administered in a manner consistent with the Company's compensation strategy and the terms of the plan as to the following:
 - Participation,
 - Target annual incentive awards,
 - Basis for funding and specific performance levels related thereto,
 - Actual awards paid to senior management, and
 - Total funds reserved for payment under the plan.
8. Approve for submission to stockholders all new equity-related incentive plans for management and administer the Company's long-term incentive plans in a manner consistent with the terms of the plans as to the following:
 - Participation,
 - Grant values and awards to recipients,
 - Vesting requirements,
 - Total shares reserved for awards, and, if required by a plan,
 - Establish specific funding criteria and performance levels.
9. As required, make a recommendation to the Board regarding the frequency of the advisory vote on the compensation of the Company's named executive officers, as required by the SEC rules.

10. Review and discuss the results of each stockholder advisory vote on the compensation of the Company's named executive officers as required by the SEC rules, and consider whether to recommend to the Board to make adjustments to the Company's compensation philosophy, policies or practices.
11. Determine the need for and approve any material employment contracts and/or change of control agreements. Review and approve the post-service arrangements and benefits of the PEO, other executive officers and senior management.
12. Review and approve the Company's stock ownership obligation policy (including timely reporting under Sections 16(a) and 13(d) of the Act, insider trading, trading windows and trading black-out periods) and any waivers thereof.
13. Recommend to the Board the remuneration of non-employee directors including payments for: (a) attendance at Board and stockholder meetings, (b) participation in Board committees, and (c) the issuance of awards of stock and stock options in accordance with the rules in effect under Section 16 of the Act.
14. Perform an evaluation of the performance of the Committee at least annually to determine whether it is functioning effectively.
15. Annually review and reassess the powers and duties of the Committee, adequacy of this Charter and recommend any changes thereto to the Board.