

**INTEGRATED ENVIRONMENTAL TECHNOLOGIES, LTD.  
AMENDED AND RESTATED CHARTER  
OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Integrated Environmental Technologies, Ltd., a Nevada corporation (the "Company"), shall have overall responsibility with respect to designing, approving and evaluating executive compensation for the Company and shall have authority to review and approve such other compensation matters as the Committee deems appropriate.

**II. COMPOSITION**

The Committee shall consist of not less than one member of the Board appointed by resolution of the Board and shall serve at the discretion of the Board. The size of the Committee shall be increased as may be required by the rules and regulations of the Securities and Exchange Commission (the "SEC"), any other applicable governing body and/or any exchange on which the Company's securities may be traded or quotation system on which the Company's securities may be quoted. All members of the Committee shall be members of the Board and shall satisfy the requirements from time to time in effect of Section 162(m) of the Internal Revenue Code of 1986, as amended, for an "outside director," Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for a "non-employee director," the applicable independence and composition requirements of the SEC and the Financial Industry Regulatory Authority ("FINRA"), other applicable rules of any exchange on which the Company's securities may be listed or quotation system on which the Company's securities may be quoted from time to time, any other applicable requirements of the SEC, subject to any permitted exceptions of any of the foregoing, and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Committee, by vote of a majority of the members of the Committee, shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors that meet the qualifications described in the preceding paragraph. The Committee's chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee.

**III. FUNCTIONS AND AUTHORITY**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time, and to the corporate laws of the state of Nevada. The functions and authority of the Committee will include, but not be limited to:

- (a) the annual review and approval, for each executive officer of the Company and for such other senior officers of the Company as the Committee deems appropriate:
  - (i) the annual base salary level;

- (ii) bonus and other annual incentives, and corporate goals and objectives relevant to the senior officers' compensation;
  - (iii) stock options, equity grants, supplemental executive retirement plans and other long-term incentives;
  - (iv) employment agreements, severance and retention arrangements, and change in control provisions/agreements, in each case to the extent applicable; and
  - (v) any other perquisites or supplemental benefits, other than those available generally to salaried employees.
- (b) the establishment and administration of the Company's incentive compensation program(s) for key executive and management employees;
- (c) the evaluation (which may be done in conjunction with the Nominating and Corporate Governance Committee of the Board) of the performance of the Chief Executive Officer ("CEO"), the other executive officers and such other senior officers as the Committee may deem appropriate, it being understood that any such evaluation, other than that of the CEO, may be based upon an evaluation of such officer by the CEO or such other supervising officer or officers as appropriate;
- (d) the annual review and discussion with management of the Company's Compensation Discussion and Analysis for inclusion in the Company's annual proxy statement or annual report on Form 10-K, if required, and the preparation of the Compensation Committee report required to be included in the Company's annual proxy statement or annual report on Form 10-K, and any other Committee reports required by applicable laws, rules and regulations;
- (e) the oversight of the administration of, and approval of the grants and terms of, any grants of stock options or other equity awarded under the Company's stock option and other equity based compensation plans, which may include (subject to the limitations provided by the applicable laws of the state of Nevada and the applicable plan) the delegation of authority to one or more of the Company's executive officers or directors for purposes of issuing stock options or other equity awards to persons other than the (i) executive officers of the Company and (ii) such other senior officers of the Company as the Committee may deem appropriate;
- (f) the review and approval of other compensation plans as the Committee deems appropriate;
- (g) the general oversight of risks associated with the Company's compensation policies and practices;
- (h) the approval and recommendation to the Board of compensation for the non-employee members of the Board and each committee thereof;
- (i) the periodic review and assessment of the adequacy of this Charter as conditions dictate; and

- (j) the performance of such other functions and such other powers as may be necessary or convenient in the efficient discharge of the foregoing, including without limitation as may be required by applicable laws, rules and regulations, the Company's Articles of Incorporation and Bylaws, or the Board.

#### **IV. MEETINGS**

The Committee will hold meetings, and may meet in executive session, as and when the Committee deems appropriate. The Committee may meet by telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and may take action by written consent. A majority of the members of the Committee, or a duly appointed subcommittee thereof, shall constitute a quorum.

#### **V. INDEPENDENT ADVICE**

In order to appropriately discharge its duties, the Committee shall have the sole authority to retain and terminate any compensation consultant, independent legal counsel or other adviser to be used to assist in the evaluation of compensation for directors, the President and Chief Executive Officer or any other senior executive officers. The Committee shall consider factors relevant to the independence of any such compensation consultant, legal counsel or other adviser as set forth in the rules and regulations of the SEC. The Committee shall be directly responsible for the oversight of any such compensation consultant, independent legal counsel or other adviser, and shall have the authority to approve the fees and other retention terms of any such compensation consultant, independent legal counsel or other adviser. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisers.

#### **VI. REPORTING**

The chairperson shall report on the Committee's activities at Board meetings and periodically update the Board on material developments in the area of executive compensation and annually provide the required information regarding the Committee's report on executive compensation to be included in the Company's annual proxy statement or annual report on Form 10-K in accordance with applicable SEC rules and any other applicable laws, rules and regulations.