

COPSYNC, INC.
BOARD OF DIRECTORS
COMPENSATION COMMITTEE
(ADOPTED SEPTEMBER 9, 2015)

Charter

This Charter will govern the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of COPsync, Inc. (the “Company”), except as may be otherwise required by the charter or bylaws of the Company or by applicable law.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s charter and bylaws as amended from time to time, it is not intended to establish by its own force any legal duties or legally binding obligations.

1. Membership.

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the requirements of NASDAQ listing standards.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

2. Purposes and Responsibilities.

The Committee's principal purposes and responsibilities are to:

- establish and review the Company’s overall management compensation philosophy and policies;
- directly review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers, including annual and long-term performance goals and objectives;
- evaluate the performance of the Company’s CEO and other executive officers in light of those goals and objectives;
- determine and approve the compensation of the CEO and other executive officers based on that evaluation, including incentive-based cash compensation and equity-based compensation outside of the presence of the CEO;

- review and authorize any employment, compensation, benefit or severance agreement with any executive officer (and any amendments or modifications thereto);
- administer and oversee any equity-based or other compensation plan or program as to which the Board has delegated such responsibility to the Committee;
- review and make recommendations to the Board with respect to the Company's overall director compensation philosophy and policies;
- produce a compensation committee report on executive officer compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations;
- review and discuss with management stockholder advisory votes on executive compensation ("say-on-pay") and stockholder advisory votes on the frequency of say-on-pay votes as required by the Securities Exchange Commission ("SEC") regulations to determine the form of the stockholder advisory proposal to be included in the proxy statement for election of Director's and the Company's recommendation as to the frequency of the say-on-pay vote.
- if required by applicable SEC rules, review and discuss with management the Company's Compensation Discussion and Analysis (including addressing whether and how the Company has taken action with respect to the results of prior say-on-pay votes) and determine whether to recommend to the Board that it be included in the Company's Annual Report on Form 10-K and/or any proxy statement for the election of Directors (or information statement in lieu thereof);
- review at least annually the Company's compensation policies and practices for executive officers, senior management and employees generally as they relate to the Company's risk management practices, including any incentives established for risk-taking and the manner in which risks arising out of the Company's compensation policies and practices are monitored and mitigated and any adjustments to compensation policies and practices that should be made to address changes in the company's risk profile;
- determine if the Committee is required to make disclosures required by SEC regulations regarding any conflict of interest of any compensation consultant, such disclosure to include whether: (i) the Committee retained or obtained the services of a compensation consultant; and (ii) the nature of the conflict of interest and how the conflict is being addressed;
- deliver such other reports or communications relating to compensation as may be required by applicable law, or which the Committee otherwise determines in its business judgment to be necessary or advisable;
- perform such other purposes and responsibilities as may be delegated or assigned to the Committee by the Board; and
- report to the Board as needed.

3. Structure and Operations.

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding its meetings, action without a meeting, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

4. Delegation of Authority.

To the extent permitted by applicable law, the Company's charter and bylaws, the Committee has and may exercise the powers and authority of the Board with respect to the purposes and responsibilities described in this Charter. In discharging its responsibilities, the Committee is empowered to retain, at the Company's expense, such experts (including counsel and outside consultants, "Advisors"), as the Committee deems appropriate. The Committee has the authority to determine, authorize and approve on behalf of the Company, the compensation of any Advisors hired by the Committee pursuant to this Charter. The Committee has the authority to create one or more subcommittees of two or more of its members. The Committee may delegate any of its responsibilities to a subcommittee of this Committee so long as such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and NASDAQ Stock Market.

5. Access to Management and Advisors.

The Committee will maintain free and open communication with (i) the Company's CEO, the Company officer having responsibility for managing the human resource function and other members of management, and (ii) such Advisors as the Committee deems appropriate.

6. Funding.

The Company will, as requested by the Committee, provide funding for any Advisors hired by the Committee, and for administrative and other expenses of the Committee that are necessary or appropriate in carrying out its functions and duties.

7. **Key Tasks and Processes.**

The Committee has the authority to perform the tasks and processes delegated or assigned to it pursuant to this Charter and by the Board from time to time.

Adopted by the Board of Directors
September 9, 2015