

# **COMPENSATION COMMITTEE CHARTER**

**OF**

## **VOLITIONRX LIMITED (a Delaware Corporation)**

**November 05, 2014**

### **I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of VolitionRx Limited (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors as set forth in this Charter..

### **II. Composition**

The Committee must consist of at least two (2) directors, each of whom must (i) satisfy the independence requirements of the NYSE MKT, as such requirements are interpreted by the Board in its business judgment, except as otherwise permitted by applicable NYSE MKT rules and (ii) meet all other eligibility requirements of applicable laws. The Board may further consider at any time whether Committee members also need to qualify as outside directors within the meaning of Section 162(m) of the Internal Revenue Code and as non-employee directors within the meaning of Rule 16b-3 of the Securities and Exchange Act.

Appointment to the Committee, including the designation of the Chair of the Committee, shall be made 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. Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. Meetings, Procedures and Authority**

The Committee shall meet at least once during each fiscal year and as often as necessary to carry out its duties and responsibilities at such times and places as the Committee shall determine, and shall also be able to take actions by written consent. Meetings may be held in person, telephonically, or by video conferencing. The Committee shall periodically meet in executive session outside of the presence of any executive officer of the Company. The Committee may ask members of management or others to attend its meetings and to provide pertinent information to the Committee. A majority of the members of the Committee shall constitute a quorum. The Committee shall maintain minutes of its meetings and regularly deliver to the Board a report, which may be oral, on its activities.

The Committee may, in its sole discretion, retain, obtain the advice of, or terminate compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention, the Committee will evaluate the independence of any selected compensation consultant, legal counsel, or other adviser by considering the following six factors, as well as any other factors required by applicable exchanges and/or rules and regulations of the SEC: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company. The Committee will be directly responsible for the appointment, compensation and oversight of such advisers, and shall have sole authority to approve the fees and retention terms of any such advisers. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE MKT rules. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee shall be at the Committee's sole discretion. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any director, officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee. The Committee is authorized to obtain at the Company's expense compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officer and employees, and other data and documentation as the Committee deems appropriate.

#### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to compensation of the Chief Executive Officer. This shall include a review of base salary, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites and other benefits. The Committee will evaluate the Chief Executive

Officer's performance in light of these goals and objectives and, based upon these evaluations (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will determine and approve the Chief Executive Officer's compensation. The Company's Chief Executive Officer shall not be present during voting or deliberations concerning his or her compensation

2. *Other Executive Officer Compensation.* The Committee will review and will set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Director Compensation.* The Committee will review and will make recommendations to the Board regarding director compensation, including, without limitation, committee and committee chair fees.

4. *Incentive and Equity Compensation.* The Committee will review and will approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements. The Committee will review incentive compensation arrangements to confirm that incentive pay arrangements do not encourage unnecessary risk-taking and report the results thereof to the Board.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.

7. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee with the goal of continuing improvement, except as otherwise permitted by applicable NYSE rules

9. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.