

**EQM TECHNOLOGIES & ENERGY, INC.**  
**COMPENSATION COMMITTEE CHARTER**

The purpose of the Compensation Committee shall be to assist the Board of Directors in carrying out its responsibility relating to executive compensation.

The Committee shall be appointed by the Board and shall be comprised of three or more directors (as determined from time to time by the Board), each of whom shall meet the independence requirements and all applicable laws and regulations.

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. To review on an annual basis the corporate goals and objectives and compensation structure for the Corporation's Executive Officers, consisting of the Corporation's Chief Executive Officer, President and Chief Operating Officer, and Chief Financial Officer. The Committee shall evaluate the performance of the Corporation's Executive Officers and shall present to the full Board its recommendations for annual compensation, including salary, bonus, incentive and equity compensation, for the Corporation's Executive Officers.
2. To review on an annual basis the corporate goals and objectives and compensation structure for the Corporation's other employees in consultation with the Corporation's Executive Officers, who shall develop such corporate goals and objectives and evaluate the performance of such other employees. The Committee shall present to the full Board its recommendations for annual compensation, including salary, bonus, incentive and equity compensation, for such other employees and shall also provide oversight of the Corporation's Executive Officers concerning their performance and compensation.
3. To review the Corporation's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed.
4. To review all recommendations provided to the Committee from the Corporation's Executive Officers regarding compensation and to provide oversight of the administration by the Corporation's Executive Officers of all compensation plans furnished or to be furnished to the Corporation's employees and all other matters arising in connection with the compensation of the Corporation's employees as may be presented to the Committee from time to time by the Corporation's Executive Officers, and to present to the Board its recommendations in connection therewith.
5. To select and retain, in its discretion, a compensation consultant, legal counsel, or other advisor as necessary and appropriate, each of whom shall meet the independence requirements and all applicable laws and regulations.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The

Committee shall have authority to retain such outside legal, consulting, and other advisors as the Committee may deem appropriate in its sole discretion. The Committee will have sole authority to approve related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

*As revised March 2011*