

ASPIRA WOMEN'S HEALTH INC.

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Aspira Women's Health Inc. (the "Company") is to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer and all other executive officers. The Committee has overall responsibility for approving and evaluating the officer compensation plans, policies and programs of the Company.

MEMBERSHIP AND ORGANIZATION

The Committee will consist of no fewer than two members. The members of the Committee must meet the independence requirements of the NASDAQ Stock Market. At least two members of the Committee also must qualify as "outside" directors within the meaning of Internal Revenue Code Section 162(m) and as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Members of the Committee will be appointed by the Board on the recommendation of the Nominating & Governance Committee, and the Committee will designate one member of the Committee as its Chair. Members of the Committee will serve at the discretion of the Board and will hold office until their resignation or removal or until their successors have been duly elected and qualified. The entire Committee or any individual member of the Committee may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

COMMITTEE RESPONSIBILITIES

The responsibilities of the Committee include the following:

- Annually approving for the CEO and other executive officers of the Company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements. The CEO may not be present during voting or deliberations by the Committee on CEO compensation;
- Annually reviewing and recommending to the Board for its approval the compensation, including cash, equity or other compensation, for members of the Board for their service as (a) a member of the Board, (b) a member of any committee of the Board, (c) the Chair of any committee of the Board and (d) the Chair of the Board. The Committee will consider the Nominating and Governance Committee's review of the effectiveness of the operation of the Board and its committees in connection with the Committee's review and recommendations with respect to the compensation of the Company's directors;
- Reviewing and discussing the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included;

- Producing the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC;
- Monitoring the Company’s compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
- Overseeing the Company’s compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans;
- Reviewing the performance of the Company’s Chief Executive Officer, on at least an annual basis;
- Making recommendations to the Board on the Company’s executive compensation practices and policies, includingr and issues of management succession;
- Making recommendations to the Board with respect to incentive compensation plans, including the reservation of shares for issuance under employee benefit plans;
- Reviewing the Company’s compliance with employee benefit plans; and
- Such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

MEETINGS

The Committee will meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee may appoint a Secretary whose responsibility will be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned by the Committee, or otherwise at the direction of a Committee member.

MINUTES

The Committee will maintain written minutes of its meetings.

REPORTS

The Committee will make regular reports to the Board of actions taken at its meetings.

INTERNAL ACCESS

The Committee is entitled receive periodic reports on the Company’s compensation programs as they affect all employees. The Committee also has authority to obtain advice and assistance from any officer or employee of the Company and must be given full, unrestricted access to Company records.

OUTSIDE ADVISERS

The Committee has the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant

to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee will be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and will have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

DELEGATION OF AUTHORITY

The Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, will have and may exercise all the powers and authority of the Committee. Each subcommittee will have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee must keep regular minutes of its meetings and report the same to the Committee or the Board when required.

ANNUAL REVIEW

The Committee will annually review its own charter and recommend any proposed changes to the Board for approval.

RELIANCE ON OTHERS

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.