

COMPENSATION COMMITTEE CHARTER

CORMEDIX INC.

A. Purpose

The primary purposes of the Compensation Committee (the “Committee”) are to (i) discharge the responsibilities of the Company’s Board of Directors (the “Board”) relating to compensation of the Company’s executive officers and directors, (ii) oversee the Company’s equity and incentive compensation plans and benefit plans, and (iii) produce reports on executive compensation for inclusion in, or incorporation by reference to, the Company’s annual report and proxy statement, to the extent required by applicable rules and regulations.

B. Committee Membership and Qualifications

The Committee shall be comprised of members of the Board. Except as permitted by applicable rules of NYSE MKT (“NYSE MKT”) or such other exchange on which the Company’s securities are listed, each member of the Committee shall qualify as an independent director under criteria established by the applicable listing standards of NYSE MKT or other exchange and other applicable laws and regulations.

Committee members shall be appointed by the Board. The Board may, at any time, remove any member of the Committee and fill the vacancy created by such removal. The Committee’s chairman shall be designated by the Board.

C. Committee Authority and Responsibilities

The following shall be the principal responsibilities of the Committee. These responsibilities are set forth as a guide, with the understanding that the Committee may diverge from or supplement them as it considers appropriate, to the extent permitted by applicable laws and listing standards.

Compensation of Chief Executive Officer

1. The Committee shall determine the strategy and philosophy affecting all compensation for the Chief Executive Officer, as well as the specific compensation for the Chief Executive Officer including incentive-based and equity-based compensation. The Chief Executive Officer may not be present during voting or deliberations relating to his or her compensation.
2. The Committee shall consider, in determining the compensation for the Chief Executive Officer, the Company’s performance and relative stockholder return, the Chief Executive Officer’s performance as leader of the Company, the compensation of chief executive officers at comparable companies, and the compensation given to the Company’s Chief Executive Officer in past years.

3. The Committee shall, at least annually, review and approve corporate goals relevant to the compensation of the Chief Executive Officer and evaluate the Chief Executive Officer's performance in light of these goals and objectives.

Compensation of Other Executive Officers

1. The Committee shall review and approve the compensation strategy and plans for the Company's other executive officers, including salaries, incentive and equity awards.
2. The Committee shall, at least annually, review and approve corporate goals relevant to the compensation of the Company's other executive officers.

Other Compensation Matters

1. The Committee shall review and approve incentive-based or equity-based compensation plans in which the Company's executive officers participate and recommend them to the Board.
2. The Committee shall approve all policies affecting employment, as well as all employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to executive officers.
3. The Committee shall periodically review and advise the Board concerning industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the Company's executive officers and directors relative to comparable companies in the Company's industry.
4. The Committee shall review and, if deemed necessary, recommend to the Board changes in director compensation.
5. The Committee shall prepare any reports required for inclusion in the Company's proxy statement for the annual meeting of stockholders.
6. The Committee shall oversee the Company's equity, incentive and benefit compensation plans.

General

1. The Committee shall review and evaluate, at least annually, the performance of the Committee and its members, including the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

2. The Committee will report periodically on the Committee's work and findings to the Board.
3. The Committee shall take such other action within the scope of its duties that are in the best interests of the Company and its stockholders, as the Committee shall deem appropriate.

D. Meetings

The Committee will meet no less than once a year. Special meetings may be convened as required. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. The chairman of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee may form subcommittees and delegate authority to them or to one or more of its members when appropriate.

E. Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from consultants, legal counsel, accountants or other advisors as appropriate to perform its duties hereunder and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the authority, in its sole discretion, to retain or terminate any consultants, legal counsel, accountants or other advisors, and to determine and approve the terms of engagement the fees and costs for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist it in performing any duties hereunder shall be borne by the Company. The Committee shall be mindful of the Company's financial budget when determining such fees.

The Committee shall be directly responsible for oversight of the work of any compensation consulting firm, legal counsel and other advisors as it deems appropriate to assist it in the evaluation of the compensation of directors, the principal executive officer or the other executive and non-executive officers of the Company, and the fulfillment of its other duties. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, if any, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;

- the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and,
- any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company; provided, however, that the Committee is not required to conduct an independence assessment for a compensation advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.

The Committee shall have full access to all books and records of the Company in carrying out its duties under this Charter.

F. Minutes

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

G. Amendment

Only the Board may amend this Charter.

EXHIBIT A

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

CORMEDIX INC.

A. Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) (i) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of shareholders; (ii) to recommend to the Board a set of corporate governance guidelines for the Company and (iii) to take a leadership role in shaping the corporate governance of the Company.

B. Committee Membership and Qualifications

The Committee shall be comprised of members of the Board. Except as permitted by applicable rules of NYSE MKT (“NYSE MKT”) or such other exchange on which the Company’s securities are listed, each member of the Committee shall qualify as an independent director under criteria established by the applicable listing standards of NYSE MKT and other applicable laws and regulations.

Committee members shall be appointed by the Board. The Board may, at any time, remove any member of the Committee and fill the vacancy created by such removal. The Committee’s chairman shall be designated by the Board.

C. Committee Authority and Responsibilities

The following shall be the principal responsibilities of the Committee. These responsibilities are set forth as a guide, with the understanding that the Committee may diverge from them as it considers appropriate, to the extent permitted by applicable laws and listing standards.

Corporate Governance

1. The Committee shall develop and recommend to the Board a set of corporate governance guidelines for the Company, periodically review and reassess their adequacy and recommend any proposed changes to the Board for approval.
2. The Committee shall annually review the Company’s compliance with NYSE MKT’s corporate governance listing requirements and make recommendations to the Board for approval to the extent necessary to maintain compliance.
3. The Committee shall establish procedures to exercise oversight of the Board, the other committees of the Board, and management.

Board Composition and Evaluation; Nominations

1. The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size, structure and function of the Board and of any of its committees.
2. The Committee shall identify individuals qualified to become Board members for recommendation to the Board for each election/appointment of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination. The Committee shall also make recommendations to the Board concerning the identity of members for its other committees.
3. The Committee shall review with the Board periodically the skills and characteristics that it seeks in new Board members as well as those of the Board as a whole.
4. The Committee shall consider any director nominees validly nominated by the stockholders of the Company.
5. The Committee shall have oversight of the evaluation of the Board. The Committee shall lead the annual review of the Board, receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This report will be discussed with the Board following the end of each fiscal year.
6. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
7. The Committee will report annually to the Board on Board and management succession planning.

General

1. The Committee shall have the authority to retain independent advisors to assist in carrying out its responsibilities, as the Committee in its sole discretion deems appropriate. The Committee shall have sole authority to approve the terms of such engagements, including fees, with funds provided by the Company.
2. The Committee will report periodically on the Committee's work and findings to the Board. These reports will contain recommendations for Board actions, when appropriate.
3. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

4. The Committee shall take such other action within the scope of its duties that are in the best interests of the Company and its stockholders, as the Committee shall deem appropriate.

D. Meetings

The Committee will meet no less than once a year. Special meetings may be convened as required. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. The chairman of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee may form subcommittees and delegate authority to them or to one or more of its members when appropriate.

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