

VERI-TEK INTERNATIONAL, CORP.
COMPENSATION COMMITTEE CHARTER

The compensation committee has overall responsibility with respect to designing, approving, and evaluating the executive compensation plans, policies, and programs of the Corporation. The committee shall be responsible for determining the Corporation's policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Corporation which is not deductible for Federal income tax purposes.

The committee shall develop an annual compensation policy that creates a direct relationship between pay levels and corporate performance and returns to shareholders and vigilantly monitor the results of such policy to assure that the compensation payable to the Corporation's executives provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, and is justified by the returns available to shareholder, particularly when compared to the returns received by the shareholders of the Corporation's principal competitors.

The committee shall have the authority to delegate responsibility for the day-to-day management of executive compensation payable to the officers of the Corporation.

Organization

The Corporation's Board of Directors shall select three or more of its members, each of whom shall not be an employee, to serve as members of the committee. Each member shall serve at the pleasure of the Board of Directors and for such term or terms as the Board shall determine.

Meetings

The committee will meet at least two times a year. The agenda of each meeting will be prepared by the secretary of the committee and, whenever reasonably practicable, circulated to each member prior to the meeting date.

Specific Responsibilities

- Make decisions or develop recommendations for the Board of Directors with respect to the compensation of all officers and other key executives.
- Review and approve, for each and any officer of the Corporation:
 - (i) the annual base salary level,
 - (ii) the annual incentive opportunity level,
 - (iii) long-term incentive opportunity level,
 - (iv) employment agreements, severance arrangements, and change in control provisions/agreements, in each case as, when, and if appropriate, and
 - (v) any special or supplemental benefits.

Procedural Matters

Two-thirds of the members will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the committee. The committee will meet at such times as shall be determined by its Chairperson, or upon the request of any two of its members. The Chairperson will preside, when present, at all meetings of the committee. The committee will keep a record of its meetings and report on them to the Board. The committee may meet by telephone or video conference and may take action by written consent.