

ASPENBIO PHARMA, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(AS AMENDED AND RESTATED)

I. AUTHORITY AND COMPOSITION

The Committee is established pursuant to Article III, Section 11 of the Bylaws of AspenBio Pharma, Inc., (the “Company”). Committee members are appointed annually by the Board of Directors on the recommendation of the Nominating/Corporate Governance Committee, and may be replaced by the Board. The Committee must consist of at least three directors, each of whom shall meet the independence requirements of the NASDAQ Marketplace Rules (subject to any applicable transition periods or exceptions permitted under NASDAQ requirements) and any standards of independence as may be prescribed for purposes of any federal securities, tax or other laws relating to the Committee’s duties and responsibilities, including Section 162(m) of the Internal Revenue Code.

The Board of Directors shall appoint a Chairman upon the recommendation of the nominating / governance committee. The Committee may also appoint a Secretary, who need not be a director.

This Charter may be amended only by the Board of Directors.

II. PURPOSES OF THE COMMITTEE

The primary purposes of the Committee are (i) to discharge the responsibilities of the Board relating to the compensation of the Company’s Chief Executive Officer (the “CEO”), other executive officers and independent directors, (ii) to review and discuss with the Company’s management the Compensation Discussion and Analysis (the “CD&A”) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board of Directors that the CD&A be included in the proxy statement, and (iii) to provide the Compensation Committee Report for inclusion in the Company’s annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission.

III. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate, subject to compliance with applicable NASDAQ, securities, tax and other legal and self-regulatory requirements. Although the Board may consider other duties from time to time, the Committee, to the event it deems necessary or appropriate, will have the following responsibilities:

- A. The Committee shall annually review and recommend to the board of directors for their approval corporate goals and objectives relevant to chief executive officer’s compensation, evaluate the chief executive officer’s performance in light of those goals and objectives, and set chief executive officer compensation level based on this evaluation. In determining any incentive

component of the chief executive officer's compensation, the Committee will consider appropriate factors, which may include the Company's performance and relative stockholder return, the achievement of the chief executive officer's performance milestones, the value of similar incentive grants or awards to chief executive officers at comparable companies, and the grants or awards given to the chief executive officer in past years.

- B. The Committee shall periodically review and recommend to the Board of Directors for their approval the compensation of the Company's executive officers as that term is defined in the regulations promulgated by the Securities Exchange Commission and the NASDAQ Marketplace Rules, taking into account peer group practices and other appropriate factors, such as corporate and individual performance and historical compensation practices for such officers. The Committee shall be entitled to consider the recommendations of the chief executive officer in connection with the foregoing. The Committee will also provide general oversight of the Company's compensation and benefits plans, policies and programs that pertain to employees other than executive officers.
- C. The Committee shall review with the Chief Executive Officer the material criteria used by the Committee in evaluating employee incentive plans.
- D. The Committee shall annually review and recommend to the Board of Directors for their approval the fees and equity compensation paid to the Company's directors, based on appropriate factors as determined by the Committee. Such review and recommendations shall ensure that no agreements or arrangements are made with directors or relatives of directors for providing professional or consulting services to AspenBio or an affiliate or an individual officer of the Company or one of their affiliates, in any amount per year.
- E. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the compensation of directors, the Chief Executive Officer or the other executive officers' compensation and shall have sole authority to approve the consultant's fees and other retention terms.
- F. The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation programs and equity-based plans, and shall periodically review and make recommendations to the Board with respect to the adoption of or material changes in material employee benefit, bonus, severance and other compensation plans of the Company. As appropriate in connection with this process, the Committee shall seek appropriate assurances from internal or external advisors that all compensation and perquisites are appropriate, legally permissible and, where required, properly disclosed to the Company's stockholders.
- G. The Committee shall determine the need for and the appropriateness of employment agreements and change in control agreements for each of the Company's executive officers and any other officers recommended by the chief executive officer or the Board.
- F. The Committee shall determine and recommend to the Board of Directors for their approval options and other equity-based compensation to be issued to executive officers. The Committee shall, in conjunction with the chief executive officer, determine and recommend to the board of

directors for their approval the issuance of options under the Company's incentive compensation and other stock-based plans to all other officers and employees of the corporation. The Committee may delegate the determination with respect to persons other than officers to the chief executive officer but will approve the aggregate amount granted to all employees and all new hire grants.

- G. The Committee shall perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation plan of the Company.

The Committee shall:

- (a) Report regularly to the Board on its activities;
- (b) Maintain minutes of its meetings and records relating to those meetings and the Committee's activities;
- (c) Have authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors;
- (d) Form and delegate authority to subcommittees of one or more Committee members when desired and appropriate;
- (e) Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter; and
- (f) Periodically review the Committee's own performance.

IV. GENERAL

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- (g) One or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- (h) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; and
- (i) Other committees of the Board as to matters within their respective designated authority which committee the Committee member reasonably believes to merit confidence.

Adopted effective: July 29, 2009.