

SANARA MEDTECH INC.
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. Purpose

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Sanara MedTech Inc., a Texas corporation (the “**Company**”), is established by and among the Board to provide assistance to the Board in fulfilling its responsibilities with respect to:

- the compensation of the Company's Executive Officers⁽¹⁾;
- the administration of the Company's equity incentive plans; and
- such other matters as are assigned to the Committee by the Board pursuant to this Charter or as mandated under applicable laws, rules and regulations (including the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended (the “**Act**”), as well as listing standards of Nasdaq (together, the “**Applicable Requirements**”).

This Charter sets forth the authority and responsibility of the Committee for evaluating and approving Executive Officer compensation arrangements, plans, policies and programs of the Company, and for administering the Company's incentive equity plans for employees and consultants.

⁽¹⁾ For purposes of this Charter, the term “**Executive Officers**” shall refer to those employees of the Company who are identified as “officers” of the Company for purposes of Section 16 of the Act, as amended.

II. Structure, Membership Requirements and Meetings

The Committee shall consist of two or more directors, as determined by the Board, each of whom shall satisfy the independence standards required by Section 240 Rule 10C-1 of the Act and Nasdaq Rule 5605(d)(2), and other Applicable Requirements. At least two of the directors appointed to serve on the Committee shall be “non-employee directors” (within the meaning of Section 240 Rule 16b-3 promulgated under the Act, as amended) and “outside directors” (within the meaning of Section 1.162-27(e)(3)(i) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder), to the extent relevant. Committee members will be appointed by the Board based on the recommendation of the Nominating and Corporate Governance Committee. Committee members shall serve until their successors are elected and may be removed by the Board with or without cause, in its discretion. Vacancies in the Committee shall be filled by action of the Board. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote.

The Committee shall meet at least two times per year, or more frequently as required. Meetings shall be called by the chairperson of the Committee and briefing materials will be provided to the Committee as far in advance of meetings as practicable. Meetings may be held by telephone, video conference or other electronic means. Committee actions may be taken by unanimous written consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

The Committee may invite such members of management to its meetings as it deems appropriate. However, no Executive Officer, may be present during Committee or Board deliberations or voting at which his or her compensation is discussed or determined.

III. Responsibilities and Authority

To fulfill its responsibilities and duties, the Committee shall:

1. Review this Charter at least annually and recommend to the Board any necessary amendments for approval [Nasdaq Rule 5605(d)(1)].
2. Annually review and approve the Company's goals and objectives applicable to the compensation of the Executive Officers and evaluate the Executive Officers' performance in light of those goals and objectives. Determine and approve each Executive Officer's compensation, including, without limitation, base salary, benefits, annual incentive compensation opportunity, and long-term incentive compensation opportunity based on the evaluation of each Executive Officer's performance relative to the Company's and the individual's goals and objectives, and any other factors as it deems appropriate. In evaluating and determining Executive Officer compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act, if such Say on Pay Vote is required under Applicable Requirements.
3. Review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements for the Company's Executive Officers.
4. Periodically review, administer and make recommendations to the Board with respect to the Company's incentive equity plans. In reviewing and making recommendations to the Board with respect to the Company's incentive equity plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote, if such Say on Pay Vote is required under Applicable Requirements.
5. To the extent required by Applicable Requirements, review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
6. Fulfill all duties required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**") pertaining to the Compensation Discussion and Analysis included in the Company's proxy statement and Form 10-K filed with the SEC. To the extent required, the Committee shall produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement and Annual Report on Form 10-K.
7. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
8. Oversee, in conjunction with the Board, engagement with shareholders and proxy advisory firms on executive compensation matters.

With respect to compensation consultant, legal counsel or other adviser(s):

9. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser ("**Compensation Adviser**") and shall be directly responsible for the appointment, compensation, and oversight of the work of any such Compensation Adviser.
10. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Adviser retained by the Committee.
11. The Committee may select a Compensation Adviser (other than in-house legal counsel) only after taking into consideration the following factors relevant to that person's independence from Company management, including:
 - (a) the provision of other services to the Company by the person that employs the Compensation Adviser;
 - (b) the amount of fees received from the Company by the person that employs the Compensation Adviser as a percentage of the total revenue of the person that employs the Compensation Adviser;
 - (c) the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
 - (d) any business or personal relationship of the Compensation Adviser with a member of the Committee;
 - (e) any stock of the Company owned by the Compensation Adviser; and
 - (f) any business or personal relationship of the Compensation Adviser or the person employing the adviser with an Executive Officer of the Company.

In accordance with Nasdaq Rule 5605(d)(3)(D):

The Committee is not required to implement or act consistently with the advice or recommendations of the Compensation Adviser and may exercise its own judgment in the fulfillment of its duties.

Although the Committee is required to conduct the independence assessment outlined above with respect to any Compensation Adviser that provides advice to the Committee, (other than in-house legal counsel), the Committee may select or receive advice from any Compensation Adviser they prefer, including ones that are not independent, after considering the six independence factors outlined above.

The Committee is not required to conduct an independence assessment for a Compensation Adviser 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 Compensation Adviser, and about which the Compensation Adviser does not provide advice.

The Committee shall evaluate whether any Compensation Adviser retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Other Responsibilities:

12. Make regular reports to the Board concerning the activities of the Committee.
13. Perform an annual performance evaluation of the Committee and present the results of the evaluation to the Board.
14. Perform any other activities consistent with this Charter, the Company's organizational documents, the Applicable Requirements or as the Committee or the Board otherwise deems necessary or appropriate.