

**MEDTOX Scientific, Inc.**  
**COMPENSATION COMMITTEE CHARTER**  
Approved December 2007

**Organization**

There shall be a committee of the board of directors to be known as the Compensation Committee. The Compensation Committee shall be composed of at least three directors, all of whom are all independent of the management of the corporation (as defined by the applicable regulations of the exchange on which the Company's stock is traded) and are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a committee member.

**Purpose**

The Compensation Committee shall have overall responsibility for establishing and approving compensation, benefit and human resource policies for the Chief Executive Officer, corporate officers, non-employee directors and other key staff as appropriate. Total compensation for the Chief Executive Officer shall be approved annually by a majority vote of the independent, outside directors. As the Committee deems appropriate, it may engage an independent compensation consultant to assist the committee in its review and evaluation of the total compensation design. The Committee shall also identify an appropriate universe of competitive organizations to use as a basis for establishing target levels of total compensation and the balance among salary, bonus, long-term incentives and benefit programs. This competitive universe of companies to consider is a critical step in the design, evaluation and approval of a total compensation plan. The universe must include companies of comparable size, scope and complexity of the Company, industries or businesses that are competitors of the Company, and local companies from which the Company would recruit executives or from which the Company's executives would be recruited.

**Responsibilities**

Review, evaluate and approve executive compensation philosophy of the Company.

- Determine total executive compensation (including salary, bonus, long-term incentives and benefits) policy and guiding principles for corporate officers and reviews it annually.
- Review, evaluate and approve bonus, stock option and/or other long-term incentive plans for corporate officers. The Company has no current plan for granting of stock options or restricted stock to management or employees. There are vested options outstanding from a plan that expired in 2003. Options granted under that plan cannot be repriced.
- Review all components of compensation for outside directors.
- Review management of retirement, pension, and health and welfare plans established for the Company's employees.
- Determine appropriate competitive benchmarks (including compensation levels, appropriate balance between short and long-term compensation and suitable competitive universe) for total compensation and benefit plan design for corporate officers.