

**SKYLINE MEDICAL INC.
COMPENSATION COMMITTEE CHARTER**

(as adopted by the Board of Directors on August 28, 2013)

Introduction

The Compensation Committee (the “Committee”) of Skyline Medical Inc. (f/k/a BioDrain Medical, Inc.), a Minnesota corporation (the “Company”), is charged with oversight responsibility for the adequacy and effectiveness of the Company’s executive compensation and benefit plans. The Committee is primarily responsible for (i) all matters relating to compensation of the Chief Executive Officer (the “CEO”), all other executive officers and the directors of the Company, (ii) the adoption of all employee-compensation and employee-benefit plans and the administration of all such plans, including granting of stock incentives or other benefits, and (iii) the review and approval of disclosures regarding executive compensation included in the Company’s annual meeting proxy statement (or annual report), as described herein. The Committee shall act with the full power of the Board of Directors (the “Board”) in connection with the responsibilities identified below and shall pursue the purposes of this Charter in a manner consistent with the compensation philosophy set forth below.

1. Compensation Philosophy

The Committee shall pursue the recruitment and retention of highly experienced executives, other personnel, and board members utilizing total compensation that is competitive within the Company’s industry and appropriate for public reporting companies.

2. Appointment, Qualifications and Removal

The Committee will consist of not less than two members of the Board. Each member of the Committee will be “independent” as that term is defined in The NASDAQ Marketplace Listing Rule 5605(a)(2), meet the independence standard set forth in Rule 10A-3 under the Securities and Exchange Act of 1934 (the “’34 Act”), and, unless the Company qualifies as a smaller reporting company (as defined in Rule 12b-2 of the ’34 Act), must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, excluding compensation for board or board committee service. In determining whether a director is eligible to serve on the Committee, the Board shall consider whether the director is free from any relationship or affiliation that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Furthermore, all members of the Committee (or any subcommittee of the Committee) must qualify as “non-employee directors” for purposes of Rule 16b-3 under the ’34 Act and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

The members and Chair of the Committee shall be appointed by the Board and shall continue to act until their successors are appointed, but shall be subject to removal at any time by a majority of the full Board. Any vacancy resulting from removal or otherwise may be filled by the appointment of the Board.

3. Powers

To assist the Committee in fulfilling its duties, management shall provide the Committee with information and recommendations as needed and requested. The Committee shall have access to the Company's general counsel, if any, and shall have the sole authority to, at the expense of the Company, identify, engage and establish the terms of retention for compensation, legal, accounting or other advisors as it deems necessary to perform the duties and fulfill the responsibilities assigned to it by the Board. Prior to selecting outside advisors, the Committee shall assess the independence of such advisors taking into account such factors as required by The NASDAQ Market Listing Rule 5605(d)(3), the Securities and Exchange Commission and applicable law and such other factors as the Committee determines are relevant. The Committee may retain, or receive advice from, any compensation advisor the Committee prefers, including ones that are not independent, after considering the factors as required by the preceding sentence. The Committee shall retain control and oversight over advisors' work in support of the Committee.

4. Duties and Responsibilities

On an annual basis, the Committee shall:

- Approve base salaries, annual incentive awards and long-term incentive awards for the CEO and all other executive officers. The CEO may not be present during voting or deliberations on his or her compensation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, at a minimum, the CEO's performance, the Company's performance and relative stockholder return, the value of similar incentive awards granted to CEOs at comparable companies and the awards granted to the Company's CEO in past years, as well as such other factors as the Committee shall deem appropriate;
- Establish achievement of performance objectives for purposes of Internal Revenue Code Section 162(m);
- Determine "eligible persons" for participation in the Company's stock incentive plans, and approve participants, types of awards and the number of shares covered by each award, except to the extent specifically provided in the plan for awards to employees who are not officers of the Company; and approve all decisions regarding the modifications of terms or conditions of any award or award agreement;
- Establish director compensation, including retainers, meeting fees, stock options and other components of compensation of directors, the Chairman of the Board and members and chairs of the committees of the Board;

- Review and discuss with management the Company’s specific disclosures regarding executive compensation to be included in the Company’s annual meeting proxy statement or annual report, including a Committee report (to the extent required) that complies with the rules and regulations of the Securities and Exchange Commission and, when required, the disclosures in the “Compensation Discussion and Analysis,” and recommend to the Board inclusion of any such “Compensation Discussion and Analysis” or other appropriate disclosures in such proxy statement or annual report; and
- Review and reassess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter.

On a periodic and recurring basis, the Committee shall:

- Review and evaluate the Company’s philosophy, goals and objectives with respect to the compensation of executive officers and employees generally;
- Review and approve compensatory plans, agreements and arrangements applicable to the Company’s executive officers, including but not limited to employment, severance and change-in-control agreements;
- Conduct a performance evaluation of the Committee;
- To the extent deemed necessary by the Committee, develop and recommend to the Board for approval new broad-based incentive compensation and benefit programs, including equity-based compensation programs, and recommend the amendment or termination of existing programs as appropriate;
- Monitor, review and, to the extent deemed necessary by the Committee, develop new compensation plans and programs for directors; and
- To the extent requested by the Board, oversee the administration of the Company’s benefit and incentive plans, if any. When appropriate, recommend to the Board new plans, major plan amendments and plan terminations.

In carrying out its duties and responsibilities under this Charter, the Committee’s policies and procedures shall remain flexible in order to better react to changing circumstances, and to assure the Board and stockholders that the executive compensation practices of the Company are in accordance with all legal requirements and are of the highest quality.

5. Frequency of Meetings

It is expected that the Committee will evaluate the performance of the Company’s long-term goals and its stated corporate objectives. Because of this responsibility, it is the Board’s expectation that the Committee shall meet at least once annually, or more frequently as circumstances dictate.

6. Reporting

The Committee shall, through its Chair, provide reports of the Committee's meetings and actions to the entire Board upon request. Such reports shall contain recommendations for action of the full Board when required under the provisions of any compensation or benefit plan or any applicable regulation or when otherwise deemed appropriate by the Committee and permitted under this Charter.