

ChromaDex Corporation
COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee is appointed by the Board of Directors ("Board") to establish policies with respect to the compensation of the Company's officers. The Committee has overall responsibilities for approving and evaluating officer and director compensation plans, policies and programs for the Company.

Committee Membership

The Compensation Committee shall meet at least three times each year and shall consist of not fewer than three directors, two of whom shall qualify as independent directors as defined under Marketplace Rule 4200 of the NASDAQ Stock Market, Inc.

The Nominating and Governance Committee shall recommend members of the Compensation Committee to the Board. The Board will appoint members to the Compensation Committee and has the ability to appoint, terminate, or make changes to the Compensation Committee as deemed necessary.

Committee Authority and Responsibilities

- The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO, or senior executive compensation. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors and approve the consultant's fees and other retention terms.
- With respect to the CEO and all other executive officers, the Compensation Committee shall annually review and approve corporate goals and objectives relevant to compensation and evaluate performance in light of those goals and objectives. Any determination and approval compensation levels shall be based on this evaluation.
- The Compensation Committee shall, at least annually, review and may approve or recommend to the Board for approval all compensation, including salaries, equity compensation and benefits for all (i) "executive officers" (as such term is defined in Rule 36-7, promulgated under the Securities and Exchange Act of 1934, the "'34 Act") ("Executive Officers") other than the CEO, (ii) "officers" (as such term is defined in Rule 16a-1, promulgated under the '34 Act) and (iii) employees of the Company or its subsidiaries with a base salary greater than or equal to \$125,000, other than the CEO. The Compensation Committee should recommend the CEO's salary, equity compensation, and other benefits to the Board. It should approve all compensation of management not covered by clauses (i) through (iv) above, based on a recommendation from the CEO.
- The Compensation Committee shall make recommendations to the Board with respect to compensation, incentive compensation and equity-based plans. To the extent directed or

authorized by the Board, the Compensation Committee shall adopt or administer such plans on behalf of the Board.

- The Compensation Committee shall approve the compensation committee report (if applicable) on executive compensation required to be included in the Company's proxy statement for its annual meeting of stockholders and shall review, as applicable, the Company's compensation discussion and analysis set forth in the Company's proxy statement.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.
- The Compensation Committee shall report to the Board following its meetings. The Committee shall provide at least annually to the Board, a report regarding the Compensation Committee's discharge of responsibilities, overall performance, and recommendations for improvement in the design and effectiveness of the Compensation Committee. The Compensation Committee shall keep written minutes which minutes shall be maintained with the books and records of the Company.
- The Compensation Committee shall, as and when it deems appropriate (and at least annually), review and reassess the adequacy of this Charter evaluating whether it appropriately addresses the matters that are or should be within its scope and provided it does not violate the Corporate Governance Principles, organizational documents or applicable law.