



STAFFING 360 SOLUTIONS, INC.

Compensation Committee Charter

The following Amended and Restated Compensation Committee Charter (the "**Charter**") was adopted by the Board of Directors (the "**Board**") of Staffing 360 Solutions, Inc., a Nevada corporation (the "**Company**") on the date indicated below:

1. Members. The Board shall appoint the members of the Compensation Committee (the "**Committee**"). The Committee shall be comprised of at least two "independent" members of the Board who shall also satisfy such other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission ("**SEC**") and The NASDAQ Stock Market, Inc. ("**NASDAQ**"). The term "independent" refers to a member of the Committee who (i) meets the definition of "independence" under the rules and regulations of the SEC and Nasdaq, (ii) is a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (c) is an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Each appointed member of the Committee may be removed by the Board at any time, with or without cause. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. Each Committee member shall have one vote.

2. Purpose. In addition to such other duties as may be assigned to the Committee by the Board from time to time, the purpose of the Committee is to assist the Board in (a) discharging its responsibilities for approving and evaluating the officer compensation plans, policies and programs of the Company, (b) reviewing and recommending to the Board regarding compensation to be provided to the Company's employees and directors, and (c) administering the equity compensation plans of the Company. The Committee shall ensure that the Company's compensation programs are competitive, designed to attract and retain highly qualified directors, officers and employees, encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's stockholders.

3. Duties and Responsibilities. The Committee shall, among its duties and responsibilities as may be delegated to the Committee by the Board, and in addition to any duties and responsibilities imparted to the Committee by the SEC, NASDAQ or any other applicable laws or regulations:

- (a) Determine, in executive session at which none of: (i) the Chief Executive Officer of the Company (the "**CEO**"); (ii) the Executive Chairman of the Company, if a person is acting in the capacity of Executive Chairman (the "**Executive Chairman**") or (iii) the Vice Chairman of the Company (the "**Vice Chairman**") are present and voting, the compensation for, respectively, the CEO, Executive Chairman and Vice Chairman, in each case with reference to applicable employment or similar agreements and utilizing such customary factors that the Committee deems necessary or appropriate.
- (b) Review and determine the compensation of the executive officers of the Company other than the CEO and the Executive Chairman with reference to applicable employment or similar agreements and based upon the recommendations of the CEO and Executive Chairman and such other customary factors that the Committee deems necessary or appropriate.

- (c) Recommend awards and/or bonuses to be granted to executive officers of the Company under the Company's equity plans and other compensation or benefit plans or policies as approved by the Board or the Committee.
- (d) Approve the overall amount or percentage of plan and/or bonus awards to be granted to all Company employees and delegate to the Company's executive management the right and power to specifically grant such awards to each Company employee within the aggregate limits and parameters set by the Committee.
- (e) Review and evaluate the performance of the other executive officers of the Company;
- (f) Review and approve the design of other benefit plans pertaining to executives and employees of the Company.
- (g) Approve such reports on compensation as are necessary for filing with the SEC and other government bodies.
- (h) Review, recommend to the Board, and administer all plans that require "disinterested administration" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- (i) Approve the amendment or modification of any compensation or benefit plan pertaining to executives or employees of the Company that does not require stockholder approval.
- (j) Review and recommend to the Board the adoption of or changes to the compensation of the Company's independent directors.
- (k) Retain outside consultants and obtain assistance from members of management as the Committee deems appropriate in the exercise of its authority.
- (l) Make reports and recommendations to the Board within the scope of its functions and advise the officers of the Company regarding various personnel matters.
- (m) Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers and employees.
- (n) Review the form, terms and provisions of employment and similar agreements with the Company's executive officers and any amendments thereto.
- (o) To the extent the same has been adopted, review, at least annually, the compensation philosophy of the Company.
- (p) Review the Committee's own performance annually.
- (q) Review this Charter annually and recommend any changes thereto to the Board.

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. To the extent that the Company's securities are not listed on Nasdaq or

otherwise listed or quoted on any exchange or national listing market system, the Committee shall determine which of the aforementioned duties and responsibilities it shall undertake or shall be applicable to the Committee.

4. Meetings. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee members determine. Face to face meetings shall be encouraged at least twice each year. The majority of the members of the Committee constitutes a quorum and shall be empowered to act on behalf of the Committee. Minutes will be kept of each meeting of the Committee. The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

5. Outside Advisors. The Committee shall have the authority to retain such outside legal, accounting, executive compensation or other consultants or advisors as it determines appropriate to assist it in the performance of its functions, or to advise or inform the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any member of, or consultants to, the Company. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. The compensation committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (i) whether the compensation consulting firm employing the compensation advisor is providing any other services to the Company;
 - (ii) how much the compensation consulting firm who employs the compensation advisor has received in fees from the Company, as a percentage of that such firm's total revenue;
 - (iii) what policies and procedures have been adopted by the compensation consulting firm employing the compensation advisor to prevent conflicts of interest;
 - (iv) whether the compensation consultant or advisor has any business or personal relationship with a member of the Committee;
 - (v) whether the compensation advisor or consultant owns any stock of the Company;
- and
- (vi) whether the compensation advisor or consultant, or the person employing such advisor or consultant, has any business or personal relationship with an executive officer of the Company.

For purposes of clarification, this Section 5 does not require a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. Notwithstanding the foregoing, 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 a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice

6. Amendment. Any amendment or other modification of this Charter shall be made and approved by the full Board.

7. Disclosure of Charter. If required by the rules of the SEC or NASDAQ, this Charter, as amended from time to time, shall be made available to the public on the Company's website.

Adopted: July 29, 2014