

**CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
OTIX GLOBAL, INC.**

PURPOSE:

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Otix Global, Inc., (the “*Company*”) is to review and make recommendations to the Board regarding all forms of compensation to be provided to the executive officers of and directors of the Company and its subsidiaries, including stock compensation, and all bonus and stock compensation to all employees.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP:

The Committee shall consist of a minimum of two (2) members of the Board. The members of the Committee will be outside directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee are appointed by and serve at the discretion of the Board.

RESPONSIBILITIES:

The responsibilities of the Committee include:

1. Reviewing and making recommendations to the Board regarding the compensation policy for executive officers of and directors of the Company, and such other employees of the Company as directed by the Board;
2. Reviewing and making recommendations to the Board regarding all forms of compensation (including all “plan” compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission, and all non-plan compensation) to be provided to the executive officers of the Company;
3. Reviewing and making recommendations to the Board regarding general compensation goals and guidelines for the Company's employees and the criteria by which bonuses to the Company's employees are determined;
4. Administering, within the authority delegated by the Board, the Company's 1993 Stock Option Plan and 2000 Stock Plan. In its administration of the plans, the Committee may, pursuant to authority delegated by the Board (i) grant stock options or stock purchase rights to individuals eligible for such grants, and (ii)

amend such stock options and stock purchase rights. The powers granted to the Committee shall not prevent the full Board from also making stock option grants. The Committee may make any required estimate of the value of the Company's securities in connection with any option grant. The Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder;

5. Reviewing and making recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company;
6. Preparing a report (to be included in the Company's proxy statement) which describes: (a) the criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based; (b) the relationship of such compensation to the Company's performance; and (c) the Committee's executive compensation policies applicable to executive officers; and
7. Authorizing the repurchase of shares from terminated employees pursuant to applicable law.

MEETINGS:

It is anticipated that the Committee will meet at least two times each year. However, the Committee may establish its own schedule, which it will provide to the Board in advance.

At a minimum of one of such meetings annually, the Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

MINUTES:

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS:

The Committee will provide written reports to the Board regarding recommendations of the Committee submitted to the Board for action and will also provide copies of the written minutes of its meetings.