

Compensation Committee Charter

Charter Membership

The Compensation committee (the "Committee") of the Board of Directors (the "Board") of Mitesco, Inc. (the "Company") shall consist of at least three Directors. The members of the Committee and its Chair shall be appointed annually by the Board, based upon the recommendation of the Nominating and Governance Committee, and may be removed by the Board at its discretion.

All members of the Committee shall be "independent" as defined by NYSE American Board rules 803, 804 and 805. In addition, at least three members of the Committee shall be (i) "Non-Employee Directors" for the purposes of Rule 16b-3 under the, Securities Exchange Act of 1934, as amended ("Rule 16b-3") and (ii) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code ("Section 162(m)"). Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chair is not designated by the Board or present at a meeting, the Committee may designate a Chair by majority vote of the Committee members then in office.

Purposes

The purposes of the Committee are to:

- Review, evaluate and approve the agreements, plans, policies and programs of the Company to compensate the Company's corporate officers and directors;
- To oversee administration of the Company's equity incentive plans, establish guidelines, interpret plan documents, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans;
- Oversee the Company's plans, policies and programs to compensate the Company's employees;
- Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement for its annual meeting of stockholders ("Proxy Statement") or Annual Report on Form 10-K ("Annual Report"), as applicable, and to determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report, as applicable, in accordance with applicable rules and regulations;
- Produce the Compensation Committee Report as required by Item 407(e)(5)

- of Regulation S-K for inclusion in the Company's Proxy Statement, as applicable, in accordance with applicable rules and regulations;
- Otherwise discharge the Board's responsibilities relating to compensation of the Company's corporate officers and directors; and
- Perform such other functions as the Board may assign to the Committee from time to time.

Authority

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee shall have authority to:

- To oversee administration of the Company's equity incentive plans, establish guidelines, interpret plan documents, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans.
- Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- Retain and determine funding for independent legal counsel and other experts and advisors, including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any compensation consultant to be used in the evaluation of director, Chief Executive Officer or officer compensation, as it deems necessary or appropriate to fulfill its responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- Delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any matter, as it deems appropriate from time to time under the circumstances. In particular, the Committee may delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are (a) "Non-Employee Directors" for the purposes of Rule 16b-3 and/or (b) "outside directors" for the purposes of Section 162(m). However, subcommittees shall not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and regularly report to the Committee.

Responsibilities

The Committee shall have the following responsibilities:

- Executive Compensation
 - o The Committee shall exercise oversight of all matters of executive compensation policy.
 - o The Committee shall annually:
 - Review, modify (if necessary) and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
 - Review, modify (if necessary) and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and the Company's other executive officers;
 - Review, modify (if necessary) and approve the Company's executive compensation program considering the Company's goals and objectives relative to executive compensation;
 - Evaluate the performance of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers considering the Company's executive compensation goals and objectives; and
 - Set the compensation of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers based on this evaluation, including the annual base salary levels, annual cash incentive awards, long-term incentive awards, employment agreements, severance arrangements and change-in-control agreements and provisions, and any special or supplemental benefits. In determining the long-term incentive component (if any) of such compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar awards to officers at comparable companies and the awards historically given to the Chief Executive Officer and other executive officers.
 - o The Committee shall annually review and discuss with the Company's

management the CD&A to be included in the Company's Proxy Statement or Annual Report, as applicable, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement or Annual Report, as applicable, in accordance with applicable rules and regulations.

- o Each year, the Committee shall prepare a Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in the Company's Proxy Statement or Annual Report, as applicable, in accordance with applicable rules and regulations.

- Incentive and Equity Compensation

- o Each year, the Committee shall review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.
- o The Committee shall ensure that stockholders are given the opportunity to vote on equity-compensation plans, as may be required by law, the Company's certificate of incorporation or bylaws (as amended from time to time) and the listing standards of the NYSE.

- Director Compensation

- o Each year, the Committee shall review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Committee will consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) the Company makes substantial charitable contributions to organizations with which the director is affiliated or (c) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) the director or an organization with which the director is affiliated. Directors who are employees of the Company shall not receive any additional compensation for service on the Board.

- Other Powers and Responsibilities

- o The Committee shall review and approve or review and recommend to the Board for its approval of, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended.

- o The Committee shall monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers and with all other applicable laws affecting employee compensation and benefits.
- o If the Committee engages independent legal counsel, a compensation consultant or other advisers, then the Committee is directly responsible for appointing, setting the level of compensation for and overseeing such counsel, consultant or adviser. The Company shall be responsible for the payment of compensation to such counsel, consultant or adviser.
- o The Committee shall receive and review periodic reports on the Company's compensation plans, policies and programs to the extent that they affect all employees.

Procedures

- *Meetings.* The Committee shall meet at the call of its Chair, two or more members of the Committee or the Chair of the Board. The Committee shall meet at least two times per year and as frequently as circumstances otherwise dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's bylaws. Meetings of the Committee shall be held at such time and place, and upon such notice, as its Chair may from time to time determine. The Committee shall keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include non-independent directors, members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote.

Notwithstanding the foregoing, the Committee may also exclude from its meetings *any* persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

- *Quorum and Approval.* A majority of the Committee's members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- *Rules.* The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chair and designation of a secretary of the Committee at any meeting thereof.

- *Reports.* The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chair, of its actions and any recommendations to the Board.
- *Review of Charter.* Each year, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- *Performance Review.* Each year, the Committee shall review and evaluate its own performance and shall submit itself to a review and evaluation by the Board.
- *Fees; Reimbursement of Expenses.* Each member of the Committee as well as the Chair shall be paid the fee set by the Board for his or her services as a member, or Chair, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chair, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chair.

Evaluation

The Compensation Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review annually the adequacy of this charter and recommend any changes that it deems appropriate to the Board for approval.

Posting Requirement

The Company shall make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its Proxy Statement or in its Annual Report, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.