

BIORESTORATIVE THERAPIES, INC.
COMPENSATION COMMITTEE CHARTER

A. Committee Membership

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of BioRestorative Therapies, Inc. (the "Company") shall consist solely of two or more members of the Board, each of whom shall be "independent" under the rules of The NASDAQ Stock Market.

Each member of the Committee must also qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended ("Non-Employee Director"), and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, as amended ("Outside Director").

The members of the Committee shall be elected by the Board of Directors at the meeting of the Board of Directors following each annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal.

B. Committee Purpose and Responsibilities

The Committee shall have the following purposes and responsibilities:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and such other factors as it may determine.
2. Make recommendations to the Board with respect to non-CEO compensation.
3. Approve any new equity compensation plan or any material change to an existing plan, approve grants pursuant to equity compensation plans and administer such plans.
4. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establish performance goals and certify that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

5. Make recommendations to the Board with respect to any severance or similar termination payments proposed to be made to any current or former executive officer or member of senior management of the Company.
6. If required, prepare an Annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
7. Report to the Board on a regular basis and not less than once a year.
8. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

C. **Committee Structure and Operations**

Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Committee shall meet at least one time per year at a time and place determined by the Committee Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The CEO shall not attend any meeting at which the CEO's performance or compensation is discussed, unless specifically invited by the Committee.

D. **Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are Non-Employee Directors and Outside Directors, as applicable.

E. **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of director, CEO or senior executive compensation, this authority shall be vested solely in the Committee.

December 9, 2011

BIORESTORATIVE THERAPIES, INC.
NOMINATING COMMITTEE CHARTER

A. General

There shall be a committee of the Board of Directors of BioRestorative Therapies, Inc. (the "Company") to be known as the Nominating Committee (the "Committee"). The Committee shall be comprised of two or more directors as determined by the Board of Directors. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Members of the Committee shall be elected each year at the first meeting of the Board of Directors following the annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. The Board may appoint members to fill any vacancies that arise during the year. The members of the Committee shall meet the definition of "independence" in the listing standards of The Nasdaq Stock Market.

B. Authority

The Committee is granted the authority to perform the duties enumerated in this Charter.

C. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Monitor and assess the size and composition of the Board.
2. Recommend to the Board criteria and qualifications for membership on the Board and periodically review and recommend appropriate revisions to such criteria and qualifications.
3. Identify and recruit individuals qualified to become Board members.
4. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible Board candidates.
5. Evaluate the suitability of potential nominees, taking into consideration the criteria and qualifications established by the Board.
6. Periodically review and recommend appropriate revisions to the Company's policy regarding the consideration of any director candidates nominated by shareholders, including the procedures that shareholders will need to follow to submit their recommendations and whether nominees recommended by shareholders will be evaluated differently from nominees recommended by other sources. This policy must be disclosed in the Company's proxy statement.

7. Consider and evaluate the candidates properly recommended by shareholders.
8. Recommend for approval by the Board the nominees for election as a director at the next annual meeting of shareholders of the Company and the nominees to fill any vacancies occurring between annual meetings of shareholders.
9. Seek and identify a qualified nominee, in the event that a director vacancy occurs, to be recommended by the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the annual meeting of shareholders.

D. Committee Resources

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, financial or other advisors, including any search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such external legal, accounting, financial or other advisors (including any such search firm), including sole authority to approve the related fees and other terms of retention. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such external legal, accounting, financial or other advisors, including any such search firm, employed by the Committee.

E. Meetings

The Committee shall meet at such times as the Chair of the Committee shall designate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. As necessary or desirable, the Chair of the Committee may request that certain members of management be present at the meetings of the Committee.

F. Reports and Minutes

The Committee shall report to the Board as to actions of the Committee at the next regularly scheduled meeting of the Board (or as required by the nature of its duties or its activities) and shall make recommendations to the Board as the Committee decides are appropriate. Minutes of each meeting shall be prepared under the direction of the Chair of the Committee and circulated to Committee members for review and approval. Copies of Committee minutes so approved shall be delivered to each member of the Board of Directors.

December 9, 2011

BIORESTORATIVE THERAPIES, INC.

AUDIT COMMITTEE CHARTER

A. General

The purpose of the Audit Committee (“Committee”) is to assist the Board of Directors of BioRestorative Therapies, Inc. (“Company”) in performing its oversight responsibilities with respect to the financial management and reporting of the Company. These responsibilities include, but are not limited to, the following: (a) assist the Board of Directors in fulfilling its responsibilities by reviewing: (i) the financial reports provided by the Company to the Securities and Exchange Commission (“SEC”), the Company’s stockholders or to the general public, and (ii) the Company’s internal financial and accounting controls; (b) oversee the appointment, compensation, retention and oversight of the work performed by any independent public accountants engaged by the Company; (c) recommend, establish and monitor procedures designed to improve the quality and reliability of the disclosure of the Company’s financial condition and results of operations; (d) recommend, establish and monitor procedures designed to facilitate (i) the receipt, retention and treatment of complaints relating to accounting, internal accounting controls or auditing matters and (ii) the receipt of confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters; (e) engage advisors as necessary; and (f) determine the funding from the Company that is necessary or appropriate to carry out the Committee’s duties.

In fulfilling its purpose, it is the responsibility of the Committee to provide an open avenue of communication between the Board of Directors, management and the independent auditors. The Committee is to be the Board’s principal agent in ensuring the independence and objectivity of the independent auditors, the integrity of management, and the adequacy of disclosure to shareholders. The independent auditors are ultimately accountable to the Board of Directors and the Committee, as representative of the Company’s shareholders.

The Committee members are not acting as professional accountants or auditors, and their functions are not intended to duplicate or substitute for the activities of management and the independent auditors. The Committee serves a Board-level oversight role in which it provides advice, counsel and direction to management and the independent auditors on the basis of information it receives, discussion with the accountants and the experience of the Committee’s members in business, financial and accounting matters.

B. Composition of the Committee

The Committee shall be comprised of such minimum number of directors as to satisfy the audit committee composition requirements promulgated by the SEC, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body” and collectively, the “Regulatory Bodies”), as in effect from time to time. The composition of the Committee shall satisfy the

independence requirements of any applicable Regulatory Body, and each member of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member of the Committee shall be able to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement, and not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. At least one member of the Committee shall have had past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The members of the Committee shall be elected by the Board of Directors at the meeting of the Board of Directors following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

C. Meetings of the Committee

The Audit Committee shall meet, either in person or telephonically, at least four times during each fiscal year. Prior to each meeting, the Chairman of the Committee may communicate with the independent auditors to review the agenda and solicit input on any additional topics that should be covered. The Committee shall meet in executive sessions with management (including the president of the Company and the chief financial officer of the Company), the internal audit staff, if any, and the Company's independent auditors as the Committee deems appropriate. Such executive sessions may occur contemporaneously with Committee meetings, including during, immediately before or immediately following any such Committee meeting.

Attendance at Meetings of the Committee

Members of the Committee are expected to use all reasonable efforts to attend each meeting. The Chairman may request that members of management, the Company's outside counsel, the independent auditor and/or members of the internal audit staff, if any, attend any meeting of the Committee or meet with any members of, or consultants to, the Committee.

Minutes of Meetings of the Committee; Reporting to Board of Directors

Minutes of each meeting shall be prepared under the direction of the Chairman of the Committee and circulated to Committee members for review and approval. Copies of Committee minutes so approved shall be delivered to each member of the Board of Directors. The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting. Such reporting may be by means of delivering copies of approved

Committee minutes to each member of the Board of Directors. Copies of Committee minutes may, at the discretion of the Chairman of the Committee, also be made available to the independent auditors and the Company's chief financial officer.

D. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Document Review

1. Review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually (and update this Charter if and when appropriate).
2. Review with representatives of management and representatives of the independent accounting firm the Company's audited annual financial statements prior to their filing as part of the Annual Report on Form 10-K. After such review and discussion, the Committee shall recommend to the Board of Directors whether such audited financial statements should be published in the Company's Annual Report on Form 10-K. The Committee shall also review the Company's quarterly financial statements prior to their inclusion in the Company's Quarterly Reports on Form 10-Q.
3. Instruct the independent accounting firm to review the Company's interim financial statements prior to their inclusion in the Company's Quarterly Reports on Form 10-Q.

Independent Accounting Firm

4. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any independent accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services or any other related work. The authority of the Committee shall include ultimate authority to approve all audit engagement fees and terms. The Committee shall have the ultimate authority and responsibility to appoint, evaluate and, when warranted, replace, such independent accounting firm (or to recommend such replacement for shareholder approval in any proxy statement).
5. Resolve any disagreements between management and the independent accounting firm as to financial reporting matters.
6. Instruct the independent accounting firm that it should report directly to the Committee on matters pertaining to the work performed during its engagement and on matters required by applicable Regulatory Body rules and regulations.
7. On an annual basis, receive from the independent accounting firm a formal written statement identifying all relationships between the independent accounting firm and the Company consistent with Independence Standards Board Standard 1, as it may be

modified or supplemented. The Committee shall actively engage in a dialogue with the independent accounting firm as to any disclosed relationships or services that may impact the independent accounting firm's objectivity and independence. The Committee shall take appropriate action to oversee the independence of the independent accounting firm.

8. On an annual basis, discuss with representatives of the independent accounting firm the matters required to be discussed by Statement on Auditing Standards 61, as it may be modified or supplemented.

9. Meet with the independent accounting firm prior to the audit to review the planning and staffing of the audit and consider whether or not to approve the auditing services proposed to be provided.

10. Evaluate the performance of the independent accounting firm and consider the discharge of the independent accounting firm when circumstances warrant. The independent accounting firm shall be ultimately accountable to the Committee.

11. Oversee the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit at least once every five years, and oversee the rotation of other audit partners, in accordance with applicable rules and regulations.

12. Consider in advance whether or not to approve any audit and non-audit services to be performed by the independent accounting firm required to be approved by the Committee pursuant to the rules and regulations of any applicable Regulatory Body and adopt and implement policies for such pre-approval.

13. The Committee shall have the authority to oversee and determine the compensation of any independent accounting firm engaged by the Company and shall notify the Company of anticipated funding needs of the Committee.

Internal Audit Function

14. Review the responsibilities, budget and staffing of any internal auditors.

15. Review the significant reports to management prepared by any internal auditors and management's responses.

Financial Reporting Processes

16. In consultation with the independent accounting firm and management, review annually the adequacy of the Company's internal control over financial reporting.

17. Review disclosures made to the Committee by the Company's chief executive officer and chief financial officer in connection with their certifications of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including

disclosures concerning (a) evaluations of the design and operation of the Company's internal control over financial reporting, (b) significant deficiencies and material weaknesses in the design and operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information, and (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls. The Committee shall direct the actions to be taken and/or make recommendations to the Board of Directors of actions to be taken to the extent such disclosures indicate the finding of any significant deficiencies in internal controls or fraud.

18. Regularly review the Company's critical accounting policies and accounting estimates resulting from the application of these policies and inquire at least annually of both the Company's internal auditors, if any, and the independent accounting firm as to whether either has any concerns relative to the quality or aggressiveness of management's accounting policies.

19. Request and review periodic reports from management of the Company as to the Company's processes for reporting on internal controls of the Company as required by Section 404 of the Sarbanes-Oxley Act of 2002.

Compliance

20. To the extent deemed necessary by the Committee to carry out its duties, it shall have the authority to engage outside counsel, independent accounting consultants and/or other experts at the Company's expense.

21. Determine the funding necessary for (a) compensation of any independent accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties, and (c) compensation of any outside advisors to be engaged by the Committee and notify the Company of anticipated funding needs of the Committee.

22. Establish written procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

23. Investigate any allegations that any officer or director of the Company, or any other person acting under the direction of any such person, took any action to fraudulently influence, coerce, manipulate, or mislead any independent public or certified accountant engaged in the performance of an audit of the financial statements of the Company for the purpose of rendering such financial statements materially misleading

and, if such allegations prove to be correct, take or recommend to the Board of Directors appropriate disciplinary action.

Reporting

24. Prepare, in accordance with the rules of the SEC, as modified or supplemented from time to time, a written report of the Committee to be included in the Company's annual proxy statement for each annual meeting of stockholders.

25. To the extent required by any Regulatory Body, instruct the Company's management to disclose in its annual proxy statement for each annual meeting of stockholders, Annual Report on Form 10-K and Quarterly Report on Form 10-Q, the approval by the Committee of any non-audit services performed by the independent accounting firm, and review the substance of any such disclosure and the considerations relating to the compatibility of such services with maintaining the independence of the accounting firm.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.