

LEVEL BRANDS, INC.

COMPENSATION COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Compensation Committee ("**Committee**") of the board of directors of Level Brands, Inc. (the "**Company**") is to: (i) determine the compensation of the Company's Chief Executive Officer ("**CEO**") and approve the compensation of other senior executives; (ii) prepare the annual proxy statement report on executive compensation required by the Securities and Exchange Commission ("**SEC**"); (iii) oversee incentive compensation plans for the CEO and other senior executives and other equity-based plans; and (iv) review the Company's executive and human resources strategies. The Committee shall maintain contact with other committees of the board on matters of mutual interest and shall report to the board on a regular basis

Authority of the Committee

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including full access to the Company's employees and officers and internal or external advisors or consultants. The Committee shall have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

Composition of the Committee

The Committee shall comprise [three] [**ONLY 2 REQUIRED FOR EXCHANGE**] or more directors, each of whom is, in the business judgment of the Board, "independent" under the rules of the SEC and the listing standards of any exchange upon which the Company's securities are listed for trading (the "**Exchange**"), any other applicable laws or regulations, and any additional requirements that the board deems appropriate. Each appointed member of the Committee may be removed by the board at any time, with or without cause. Unless the board elects a Chairman of the Committee, the Committee shall elect a Chairman by majority vote. Each Committee member shall have one vote. Members of the Committee shall be appointed by the full board. Additionally, members of the Compensation Committee shall qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code.

Meetings of the Committee

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. 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. The Committee shall also make reports and recommendations to the board within the scope of its functions.

Attendance at Meetings of the Committee

Members of the Committee are expected to use all reasonable efforts to attend each meeting. The chairman may also request that members of management or the Company's outside counsel attend a meeting of the Committee or meet with any members of, or consultants to, the Committee. The majority of the members of the Committee constitutes a quorum and shall be empowered to act on behalf of the Committee.

Minutes of Meetings of the Committee

Minutes of each meeting are to be prepared under the direction of the chairman of the Committee and circulated to Committee members for review and approval. Copies are then to be made available to the board of directors and sent to the Company's Corporate Secretary for permanent filing in the Company's minute book.

Specific Responsibilities of the Committee

General Matters

The committee is to do the following:

1. To oversee the development and implementation of compensation programs for the CEO and other senior executives;
2. To review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation based on this evaluation. The Committee shall review its determination of the CEO's compensation with the other independent Directors. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation;
3. To review and approve the compensation of other senior executives of the Company or any of its subsidiaries designated under procedures that the Committee shall establish from time to time;
4. To review and approve employment agreements and arrangements for the CEO and other senior executives of the Company or any of its subsidiaries, including severance and change of control agreements or arrangements;
5. To oversee the development, implementation and operation of incentive-compensation plans for the CEO and other senior executives and equity-based plans, and discharge any responsibilities of the Committee as set forth in any of the Company's compensation and benefit plans. The Committee shall make recommendations to the Board with respect to the Board's duties under such plans;

6. To establish performance goals and certify that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code as related to those plans linked to such performance measures;
7. To review and discuss the Company's executive talent review process for senior executives of the Company and its subsidiaries and the succession plans for direct reports to the CEO and other key executive positions;
8. Under joint responsibility with the Compensation Committee, to review matters related to succession planning and professional development for executive staff; and
9. Such other duties and responsibilities as may be required by the listing standards of the Exchange.

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 of directors. 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 an Exchange, or otherwise quoted in the public markets, the Committee shall determine which of the aforementioned duties and responsibilities it shall undertake or shall be applicable to the Committee.

Committee Report

The Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable SEC rules and regulations.

Review of Charter

The Committee shall review this Charter at least annually and recommend any changes thereto to the board.

Self-Assessment

The Committee will annually evaluate the committee's own performance and report that it has done so to the board.

Delegation by Committee

The Committee may delegate authority consistent with this Charter to one or more Committee members or subcommittees comprised of one or more Committee members when appropriate. Any such member, members or subcommittee shall be subject to this Charter. The

decisions of any such member, members or subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.

Amendment

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

Disclosure of Charter

This Charter, as amended from time to time, shall be made available to the public on the Company's website.