

**Charter of the Compensation Committee
of
OncoCyte Corporation**

This Charter was adopted by the Board of Directors (the “Board”) of OncoCyte Corporation (the “Company”) on November 19, 2015.

I. Purpose

The purpose of the Compensation Committee (the “Committee”) is (1) to assist the Board in discharging the Board’s responsibilities relating to compensation of the Company’s executive officers and other employees, including by designing (in consultation with management or the Board), recommending to the Board for approval, evaluating, and administering the compensation plans, policies and programs of the Company, (2) to set or recommend to the Board the compensation of Company executive officers and other employees, and (3) to produce an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations, to the extent applicable. A goal of the Committee shall be to assist the Company in implementing compensation plans and programs designed to encourage high performance, promote accountability and intended to align employee interests with the interests of the Company’s shareholders. The Committee shall also assist the Board with respect to decisions regarding director compensation.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. 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 and subject to any contrary determination by the Board, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. With respect to matters for which final decision-making authority has not been granted by the Board, including with respect to the salaries, bonuses and equity compensation of the Company’s executive officers, decisions of the Committee shall be subject to the Board’s ratification.

II. Membership

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall, at a minimum, (i) satisfy the independence requirements of the rules of the NYSE Amex (“AMEX”), and (ii) qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended and the rules and regulations thereunder. Each member of the Committee shall also qualify as a “non-employee director” as such term is defined from time to time in Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended, and the rules and regulations thereunder (the “Exchange Act”).

Members of the Committee, including the chairperson (“Chair”) of the Committee, shall be appointed from time to time by the Board upon recommendation of the Nominating and Corporate Governance Committee. Members shall serve at the pleasure of the Board, or until their successors have been elected and have taken office. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein. In the event that the Board has not elected the Chair of the Committee, the Committee shall elect a Chair by majority vote.

The compensation of Committee members, if any, shall be as determined by the Board.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair or the remaining members of the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-employee Directors who are not members of the Committee may attend and 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. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the Company’s registered public accountant, any other financial personnel employed or retained by the Company, or any consultant, attorney, or other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, no member of management should be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-employee director that is not a member of the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants, accountants and other outside experts or advisors as the Committee believes to be necessary or appropriate. The Committee shall also have authority to commission compensation surveys or studies, as the need arises. The Committee may also utilize the services of the Company’s regular legal counsel, special counsel or other advisors to the Company. The Company shall provide for appropriate and reasonable funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.

The Committee shall have authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem 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.

The Committee shall cause to be kept adequate minutes of its proceedings. The Chair shall report on the Committees’ actions and activities at the next meeting of the Board.

IV. Duties and Responsibilities

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the Company's and the Committee's advisors, in accordance with its business judgment. As used herein, the term "Plan" means any plan, contract, agreement, authorization or arrangement, whether or not set forth in any formal document, pursuant to which cash, securities, similar instruments, or any other property may be received by a Company employee, any member of a Company's employee's family, or any person designated as payee or beneficiary by a Company employee, including but not limited to any compensation, bonus, stock option, stock purchase, pension, retirement, or deferred compensation plan, contract, agreement, authorization, or arrangement.

a. The Committee shall, at least annually, review the compensation philosophy of the Company, and approve the Company's "Compensation Philosophy and Process" document setting forth the Company's compensation philosophy.

b. The Committee shall, at least annually, review and make recommendations to the Board regarding corporate goals and objectives relating to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives and set the compensation of the chief executive officer based on such evaluation, subject to the Board's ratification.

c. The Committee shall, at least annually, review and make recommendations to the Board regarding individual goals and objectives relating to the compensation of all other executive officers, as such term is defined in Rule 3b-7 promulgated by the Securities and Exchange Commission ("SEC") under the Exchange Act, evaluate the performance of such executive officers in light of those goals and objectives, and set the compensation of such officers based on such evaluations, subject to the Board's ratification.

d. For officers or other employees of the Company who are not executive officers or directors of the Company, the Committee shall have full Board authority to make final decisions and determinations relating to compensation matters, including, without limitation, with respect to the granting of equity awards, amendments or terminations of previous equity awards, the setting of salaries, the granting of bonus awards, and severance arrangements. The Committee may facilitate the timely and effective hiring of new employees and the establishment of salaries for new and current employees of the Company and its subsidiaries by delegating to executive officers authority to set salary levels, within such limits as the Committee may from time to time establish, for employees of the Company and its subsidiaries who are not officers or directors of the Company. The Committee may also make final decisions and determinations relating to awards and payments, under Plans adopted by the Company, to employees of Company subsidiaries who are not executive officers or directors of the Company. The Committee shall provide a report to the Board regarding such grants at the next regularly scheduled Board meeting following the date of such grants. The Committee may establish policies to facilitate the timely and effective grant of stock options or other equity Plan awards to newly hired employees of the Company and its subsidiaries who are not officers of the Company (determined in accordance with Rule 3b-2 promulgated by the SEC under the Exchange Act) or directors of the Company, including providing for the grant of such awards effective upon the date of hire, subject to such terms and conditions as the Committee may determine and as are consistent with the terms of the Company's stock option or other applicable equity compensation Plans. Grants and awards under Plans will be reported to the Board and the Chief Financial Officer of the Company on a quarterly basis.

e. The Committee shall review and make recommendations to the Board regarding all executive officers' employment agreements and severance arrangements.

f. The Committee shall make recommendations to the Board regarding whether and how to repurchase securities from terminated employees.

g. The Committee shall periodically review all Plans, and with respect to each Plan shall have responsibility for:

- i. general administration;
- ii. setting performance targets for the earning of any payment, grant, or award;
- iii. determining whether performance target or other condition set for any payment, grant, or award under any Plan has been met;
- iv. making recommendations to the Board regarding all amendments to, and terminations of, all Plans and any awards under any Plans; and
- v. determining awards, grants, and payments under any Plans to employees; including in the case of grants of stock options or restricted stock purchase rights, determining the number of shares, vesting schedule, termination provisions, and exercise or purchase price, consistent with the terms of the applicable Plan. .

Any such determination under this Paragraph (g) relating to one or more executive officers or directors of the Company shall be subject to Board ratification.

h. The Committee shall recommend to the Board the establishment of policies concerning perquisite benefits and shall periodically review such policies.

i. The Committee shall oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

j. The Committee shall make recommendations to the Board regarding the Company's policy with respect to change of control or "parachute" payments.

k. The Committee shall review officer and director indemnification matters and shall recommend to the Board a course of action regarding whether to indemnify an officer or director.

l. The Committee shall review the Compensation Discussion & Analysis required by the SEC rules and regulations, to the extent applicable, and recommend to the Board whether the Compensation Discussion & Analysis should be included in the Company's annual Report on Form 10-K or proxy statement or other applicable SEC filings, to the extent applicable. The Committee shall prepare and approve the Compensation Committee Report for inclusion in the Company's annual Report on Form 10-K or proxy statement or other applicable SEC filings, to the extent applicable.

m. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

n. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee comprised of at least two members.