

**CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
RASER TECHNOLOGIES, INC.**

(Effective as of May 1, 2004)

PURPOSE OF THE COMMITTEE

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Raser Technologies, Inc. (the “*Corporation*”) is to: (1) assist the Board in discharging its responsibilities relating to oversight of the compensation of the Corporation’s Chief Executive Officer and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”)) and directors of the Corporation; (2) administer the Corporation’s stock plans and make grants thereunder; (3) consult with management regarding compensation and benefits for non-executive officers and other employees of the Corporation; and (4) oversee the Corporation’s compensation policies, plans and benefits programs generally. In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time prescribes.

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.

STATEMENT OF PHILOSOPHY

The philosophy of the Committee is to provide compensation to the Corporation’s officers and directors in such a manner as to attract and retain the best available personnel for positions of substantial responsibility with the Corporation, to provide incentives for such persons to perform to the best of their abilities for the Corporation, and to promote the success of the Corporation’s business.

COMMITTEE MEMBERSHIP, ORGANIZATION AND GOVERNANCE

Composition. The Governance and Nominating Committee shall recommend to the Board nominees for the Compensation Committee, and the Board will appoint the members of the Compensation Committee. Committee members will serve at the discretion of the Board. The Compensation Committee shall consist of (a) solely independent directors pursuant and subject to the applicable listing standards of national exchanges and applicable federal law, as in effect from time to time, and (b) at least two (2) members. The members of the Compensation Committee shall also meet the (x) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act, and (y) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Chairperson. The Committee shall recommend to the Board, for its approval, the designation of one (1) member of the Committee to serve as its chairperson (the “*Chairperson*”).

Meetings and Procedures. It is anticipated that members of the Committee will meet at least quarterly. However, the Committee may establish its own schedule. At a minimum of one meeting annually, the Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the Corporation's compensation packages. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Corporation and this Charter. The Committee may invite to its meetings other directors, officers or employees of the Corporation, or other persons as the Committee deems appropriate in order to carry out its responsibilities.

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. In addition to submitting and signing the Compensation Committee report in the Corporation's proxy statement in accordance with the SEC rules, the Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with this Charter.

Compensation. Members of the Committee shall receive compensation for their service as members of the Committee in such amount and form as the Board shall determine in its sole discretion. Such fees, if any, may include retainers and per meeting fees. Any changes in such compensation shall be determined by the Board in its sole discretion. No member of the Committee may receive any compensation from the Corporation other than the fees that they receive for service as a member of the Board or any committee thereof.

RESPONSIBILITIES AND AUTHORITY

In addition to other responsibilities given to the Committee by the Board from time to time, the Committee shall:

1. Unless otherwise determined by a majority of the independent directors of the Board meeting in executive session, determine in executive session the compensation of the Chief Executive Officer of the Corporation (the "**CEO**").
2. Unless otherwise determined by a majority of the independent directors of the Board, determine the compensation of all executive officers of the Corporation, other than the CEO, and such other employees of the Corporation as directed by the Board.
3. Review and approve the Corporation's compensation and benefits plans, programs and policies (collectively, the "**Compensation Policies**") generally, including reviewing and approving any incentive-compensation plans and equity-based plans of the Corporation. In its review of the Compensation Policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executives and other employees of the Corporation and any other factors that it deems appropriate. The Committee shall report the results of such review and any action it takes with respect to the Corporation's Compensation Policies to the Board. In addition, the Committee shall make recommendations to any subcommittees with respect to the results of such review, as applicable.
4. Review and approve all forms of compensation (including, to the extent relevant, all "plan" compensation, as such term is defined in Item 402(a)(6) of Regulation S-

B promulgated by the Securities and Exchange Commission (“*Regulation S-B*”), and all non-plan compensation, such as employment, severance and change of control agreements and ongoing perquisites or special benefit items) to be provided to the executive officers of the Corporation. In its review and approval of such compensation, the Committee will, among other things:

- (a) identify corporate goals and objectives relevant to executive compensation;
 - (b) evaluate each executive’s performance in light of such goals and objectives and set each executive’s compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Corporation; and
 - (c) determine any long-term incentive component of each executive’s compensation based on awards given to such executive in past years, the Corporation’s performance, stockholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Committee deems appropriate and in the best interests of the Corporation.
5. Report the results of such review and any action it takes with respect to the compensation of the Corporation’s executive officers to the Board.
 6. Review and make recommendations to the Board and any subcommittees, as applicable, regarding general compensation goals and guidelines and performance targets for the Corporation’s employees and the criteria by which bonuses (if any) to the Corporation’s employees are determined.
 7. Review and make recommendations to the Board regarding the compensation policy for such other officers, employees and consultants of the Corporation as directed by the Board.
 8. Review and approve changes in policies relating to employee insurance.
 9. Review and make recommendations to the Board regarding the Corporation’s executive staffing plan for meeting present and future leadership needs of the Corporation.
 10. Establish and administer objective performance goals under which performance-based compensation may be paid to the Chief Executive Officer and the Named Executive Officers (as that term is defined in Item 402 of Regulation S-B) of the Corporation and certify that such performance goals have been attained prior to the payment of any performance-base compensation that is intended to qualify as “performance-base compensation” under Section 162(m) of the Internal Revenue Code of 1986, as amended.
 11. Administer the Corporation’s equity compensation plans within the authority delegated by the Board. The Committee shall also make recommendations to the Board with respect to the adoption or amendment of any Corporation equity compensation plans and changes in the number of shares reserved for issuance

thereunder. In its administration of any such plans, the Committee may: (a) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 thereunder); (b) amend such stock options or stock purchase rights; and (c) take all other actions permitted under the plans;

12. Review the Corporation's compliance with employee benefit plans.
13. Submit and sign the Compensation Committee report to be included in the Corporation's annual proxy statements relating to its meeting of stockholders.
14. Oversee the Corporation's employee benefit programs and advise the Board on which programs or changes thereto should be approved by the stockholders or the Board, where applicable.
15. Authorize the repurchase of shares from terminated employees pursuant to applicable law and agreements governing such repurchases.
16. Periodically advise and consult with the Corporation's executives regarding managerial personnel matters.
17. Make regular reports to the Board.
18. Review this Charter periodically, as appropriate, and make recommendations to the Board with respect to any proposed changes thereto.
19. Periodically review the performance of the Committee and report to the Board on such evaluation.
20. Perform any other activities consistent with this Charter, the Corporation's Certificate of Incorporation, Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

STUDIES AND OUTSIDE ADVISORS

The Committee shall have the sole authority to retain or terminate any compensation consultant assisting the Committee in the evaluation of the CEO or other executive officer compensation, including sole authority to approve all such compensation consultant's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external advisors or experts in performing its responsibilities.

DELEGATION OF AUTHORITY

The Committee may form and delegate its authority to subcommittees or the Chairperson of the Committee when it deems appropriate and in the best interests of the Corporation, *provided that* such delegation is not in violation of applicable law or the rules and regulations of any applicable national Exchange.