

NIXXY, INC.
COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Nixxy, Inc. (the "Company") (1) to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers (collectively, including the CEO, the "Executive Officers"); (2) to review and approve compensation for the directors serving on the Board; and (3) to approve and evaluate all compensation plans, policies and programs of the Company as they affect the Executive Officers and non-employee directors.

Committee Membership

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than two members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market ("Nasdaq") and any other applicable laws or regulations. At least two members of the Committee also shall qualify as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed annually by the Board and will serve at the Board's discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Responsibilities and Authority

The Committee, to the extent it deems necessary or appropriate, shall:

1. Review and approve the base salaries, incentive opportunities and all other compensation of the Executive Officers, including: (a) all incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and severance protection plans and change-in-control provisions affecting any elements of compensation, benefits and perquisites; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
2. Review and discuss any executive compensation disclosure required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review

and discussion, determine whether or not to recommend to the Board that such disclosure be so included, to the extent required.

3. Review and approve the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC, to the extent required.
4. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.
5. Adopt, oversee and administer any stock ownership guidelines, share retention policies, clawback policies or other compensation risk mitigation policies applicable to the Executive Officers.
6. Review and make recommendations to the Board with respect to the compensation and benefits of directors, and approve and administer any equity-based compensation awards.
7. Oversee and monitor the Company's strategies and policies related to human capital management.
8. Have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any advisor to assist it in the performance of its duties, but only after taking into consideration factors relevant to the advisor's independence from management specified in the Nasdaq rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.
9. Regularly report to the Board regarding the activities of the Committee.
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. Annually evaluate the Committee's performance.
12. Form and delegate authority to subcommittees when appropriate.