

S&W SEED COMPANY

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted July 15, 2015)

I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of S&W Seed Company, a Nevada corporation (the “Company”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements.

The primary purpose of the Committee is to discharge the Board’s responsibilities relating to compensation and benefits of the Company’s executive officers. In carrying out these responsibilities, the Committee shall review all components of executive officer compensation for consistency with the Company’s compensation philosophy, as in effect from time to time, and with the interests of the Company’s stockholders. In addition, the Committee is responsible for administering the Company’s cash-based and equity-based compensation plans for employees.

The Committee is also responsible for producing an annual report on executive compensation, including a Compensation Discussion and Analysis, for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”).

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of two or more directors, each of whom shall satisfy the independence requirements established by the rules and regulations of The Nasdaq Stock Market (“Nasdaq”), any corporate governance guidelines of the Company that may be in effect from time to time and applicable law. In addition, no director may serve on the Committee unless he or she is both (i) a “non-employee director” for purposes of Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. A director may not serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs that director as an executive officer.

The members of the Committee shall be appointed by the Board, upon the recommendation of the Company’s Nominating and Governance Committee, and shall serve until their successors are duly elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman of the Committee is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to a single member of the Committee.

III. RESOURCES AND AUTHORITY

The Committee shall have the authority to obtain such advice or assistance from consultants, legal counsel, accounting or other advisors as it deems appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have the authority to retain or obtain the advice of compensation consulting firms to assist the Committee in the performance of its duties and to determine and approve the terms, fees and costs of such engagements. Prior to selecting, or receiving advice from, any consultant or advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the SEC or Nasdaq, including the independence factors listed in Nasdaq Rule 5605(d)(3); provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent. The Company shall provide appropriate funding, as determined by the Committee, for payment of the fees and costs of any consultant or advisor retained by the Committee to assist it in performing its duties hereunder.

IV. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, but not less frequently than two times each fiscal year. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or any consultant or advisor to the Committee. The Committee shall meet at least annually with the Company's chief executive officer (the "CEO") and such other senior executives of the Company as the Committee deems appropriate; provided, however, that the CEO may not be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive session without the presence of management.

Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall nonetheless constitute duly authorized actions of the Committee for all corporate purposes. The Committee may also take action by unanimous written consent. The Committee shall maintain written minutes of its meetings and copies of its actions by written consent, which shall be filed with the minutes of the meetings of the Board.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

1. Annually review and approve the corporate goals and objectives to be considered in determining the compensation of the CEO and the Company's executive officers as defined under Section 16 of the Exchange Act and the rules promulgated thereunder ("Executive Officers"), and evaluate the performance of the CEO and the other Executive Officers in light of these goals and objectives. Based on this evaluation, including an evaluation of the Company's performance,

the Committee will have the sole authority, subject to any approval by the Board that the Committee or legal counsel determines to be desirable, to make decisions respecting (i) salary paid to the CEO and the other Executive Officers, (ii) the grant of all cash-based incentive compensation and equity-based compensation to the CEO the other Executive Officers (subject to review and vote by the independent directors), (iii) the entering into or amendment or extension of any employment contract or similar arrangement with the CEO or any other Executive Officer, (iv) the entering into or amendment or extension of any CEO or other Executive Officer severance or change in control arrangements, and (v) any other CEO or other Executive Officer compensation matters; provided, however, that the Committee may take account of the recommendations of the Board with respect to CEO and other Executive Officer compensation. The Committee also may take account of the recommendations of the CEO with respect to other Executive Officers for each of the foregoing items. The CEO may not be present during voting or deliberations regarding the CEO's compensation.

2. Annually review and make recommendations to the Board with respect to adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and arrangements, and the cash amounts and aggregate numbers of shares reserved for issuance thereunder after taking into consideration the Company's strategies with respect to cash-based and equity-based compensation.
3. Administer and interpret the Company's cash-based and equity-based compensation plans and agreements thereunder. The Committee may from time to time delegate authority to subcommittees when appropriate. The Committee may also delegate to the CEO the authority to approve cash awards to employees of the Company or of any subsidiary of the Company who are not directors or Executive Officers.
4. Meet with the CEO at or about the commencement of each fiscal year to discuss the incentive compensation programs to be in effect for the Executive Officers and other employees of the Company or any subsidiary for such fiscal year and the corporate goals and objectives relevant to those programs and performance targets applicable to Executive Officers and, where appropriate, other employees of the Company or any subsidiary.
5. Adopt or amend plans or arrangements covered under the Employee Retirement Income Security Act of 1974, as amended (collectively, the "Designated Plans"), and delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Company named by the Committee.
6. Periodically review and advise the Board concerning the Company's overall compensation philosophy, policies and plans, including a review of regional and industry compensation practices and trends.
7. In connection with the administration of the Company's risk management program, as in effect from time to time, monitor and assess risks associated with the

Company's compensation policies and consult with management regarding such risks.

8. Prepare an annual report on executive compensation, including a Compensation Discussion and Analysis, for inclusion in the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations of the SEC.
9. Perform such other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee deems necessary or appropriate or as the Board may direct.
10. Report to the Board on the Committee's activities on a regular basis.

VI. PERIODIC REVIEW

The Committee shall review on at least an annual basis (i) this Charter and the scope of responsibilities of the Committee and (ii) the Committee's performance of its duties hereunder. Any proposed changes to this Charter or the scope of the Committee's responsibilities shall be referred to the Board for appropriate action.