

**COMPENSATION COMMITTEE CHARTER
STEREOTAXIS, INC.**

Adopted: May 7, 2013

I. STATEMENT OF PURPOSE

The Compensation Committee (the "Committee") will assist the Board of Directors (the "Board") of Stereotaxis, Inc. (the "Company") in fulfilling the Board's oversight responsibilities with regard to the compensation of the Company's Board and management.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of at least three members of the Board of Directors, with the number of members to be determined from time to time by the Board. The members shall be designated by the Board of Directors, and all members of the Committee shall be independent pursuant to Rule 4200(a)(15) of The NASDAQ Global Market Rules (except as permitted by Rule 4350(c)(3)(C)), or the applicable rule governing director independence of such other national market system or exchange on which the Company's stock may be traded from time to time, or any successor rules. All of the members shall also be "non-employee" directors as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and a majority of the members shall be "outside directors" as defined by Section 162(m) of the Internal Revenue Code. If any members are not "outside directors" as defined by Section 162(m) of the Internal Revenue Code, such member(s) shall recuse themselves from participating in discussion regarding, or voting on, matters that require the approval of "outside directors" under Section 162(m) of the Internal Revenue Code.

III. MEETINGS AND REPORTS

The Committee shall meet at least four (4) times annually, or more frequently as the Committee may from time to time determine may be appropriate. Unless the Board has previously designated the Chair, the members of the Committee shall designate a Chair by majority vote. Two or more Committee members shall constitute a quorum.

Teleconferences may also be held at such other times as shall be reasonably requested by the Chair of the Board, Chair of the Committee, independent auditor, or the Company's financial management.

At the invitation of the Committee Chair, the meetings will be attended by the Chair of the Board, Chief Executive Officer, representatives from any compensation consultant or advisor retained by the Committee, and/or other persons as are appropriate to matters under consideration.

The Committee shall keep regular minutes of its meetings and shall periodically, at least annually, report to the Board on its actions and recommendations. The Committee may, from time to time, delegate any of its duties or responsibilities to one or more Committee members.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE.

The duties and responsibilities of the Committee shall include the following:

1. Assist management and the Board of Directors in defining an executive compensation policy that (a) supports overall business strategy and objectives; (b) attracts and retains key executives; (c) links compensation with business objectives and organization performance in good and bad times; and (d) provides competitive compensation opportunities.

2. Determine the total compensation package, including salaries, bonuses, stock options, benefits and other compensation arrangements, for the Chief Executive Officer and other executive officers of the Company. The Chief Executive Officer may not be present at Committee meetings during discussions of Chief Executive Officer compensation.

3. Exercise all authority of the Board of Directors under, and administer in accordance with the terms of, each of the Company's equity-based compensation plans or profit sharing plans, including, without limitation, the 1994 Stock Option Plan, 2002 Stock Incentive Plan, 2002 Non-Employee Directors' Stock Plan and any Employee Stock Purchase Plan (each, as amended and/or restated from time to time, the "Plans"). Such authority shall include, without limitation, such activities as:

- participating in the establishment of option guidelines and general size of overall grants;
- selecting participants in the Plans;
- interpreting the Plans;
- making grants and awards under the Plans;
- determining rules, regulations and guidelines relating to the Plans as the Committee may deem necessary or proper; and
- modifying existing or canceling existing grants and submitting new ones (with the consent of the grantees); and
- carrying out other duties not inconsistent with the Plans or this Charter.

4. Approve the Company's annual incentive compensation plan and establish participation, target annual incentive awards, corporate financial and strategic goals, actual awards paid to the Chief Executive Officer and other executive officers, and total funds reserved for payment to all participants under the plan.

5. Approve new incentive plans.

6. Approve changes to the outside directors' compensation program in respect of competitiveness and plan design.

7. Approve major benefit programs of the Company.

8. Oversee performance evaluations of the Company's executive officers and issues regarding management succession.

9. Approve and adopt qualified and non-qualified benefit plans and plan amendments (subject to shareholder approval, if required by law), establish investment objectives and policies applicable to savings benefit plans, and perform all other management and administrative duties required of the Board or the Committee pursuant to the provisions of any compensation or benefit plan maintained by the Company.

10. Make delegations of authority and responsibility to the officers of the Company to the extent the Committee deems appropriate and in the best interests of the Company.

11. Prepare the Compensation Committee report required to be included in the Company's annual proxy statement.

12. Review this Charter on an annual basis and make recommendations to the Board of Directors concerning any changes deemed appropriate.

V. CONSULTANTS

In its sole discretion from time to time, the Committee may retain compensation consultants, independent legal counsel or other advisors (each, a "Compensation Advisor"), at the Company's expense, to furnish advice or assist the Committee on any matter within the scope of the Committee's responsibility. The Committee shall be directly responsible for the appointment, retention and compensation, and the oversight of the work, of any such Compensation Advisor. The Committee may select a Compensation Advisor (other than internal legal counsel) only after taking into consideration all factors relevant to that person's independence from management, in accordance with the requirements of the Nasdaq Stock Market and applicable SEC regulations. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation of such Compensation Advisors.