

RF INDUSTRIES, LTD.

COMPENSATION COMMITTEE CHARTER

1. Purpose/Term

The primary function of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of RF Industries, Ltd., a Nevada corporation (the "Company"), is to exercise the responsibilities and duties set forth below. The Committee shall not be terminated prior to the annual meeting of the stockholders to be held in 2013, nor shall this charter be amended unless such termination or amendment is unanimously approved by all directors on the Board.

2. Membership

A. Membership on the Committee shall be limited to, and consist solely of, directors on the Board who are "non-employee directors" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended ("Non-Employee Directors"). The size of the Committee shall be equal to the number of Non-Employee Directors on the Board, provided that the Committee shall consist of at least two directors, one of whom shall be designated by the Board to serve as the Chairperson of the Committee. Each Non-Employee Director may serve on the Committee, whether or not appointed to the Committee by the Board.

B. If the Company's securities are listed on a national securities exchange or the Nasdaq Stock Market, composition of the Committee, and the members of the Committee, must comply with applicable requirements of the exchange or Nasdaq Stock Market.

3. Meetings

A. The Committee shall meet as often as it determines is necessary or appropriate, but no less frequently than annually. Any member of the Committee may call a meeting.

B. The Chairperson (or in his or her absence, a member designated by the members attending the meeting) shall preside at each meeting of the Committee and set the agendas for Committee meetings.

C. A majority of the total number of members of the Committee will constitute a quorum at any Committee meeting.

D. The provisions of the Company's Bylaws that govern the conduct of Board committees shall govern the Committee. The Committee may adopt other procedural rules that are not inconsistent with the Bylaws. The Committee may meet in person or by telephone and shall have the authority to act by unanimous written consent.

E. The Committee may, at its discretion, permit non-member directors, officers of the Company and any other persons to be present at its meetings.

F. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Chairperson of the Committee shall provide to the Board such reports on the activities of the Committee as the Board may from time to time request.

4. Duties

The duties of the Committee shall be limited to making recommendations to the Board regarding:

A. The compensation payable to the Company's principal executive officers, including all employees whose salaries are publicly disclosed in the Company's reports filed with the Securities and Exchange Commission. The Committee shall not be involved with setting the compensation of middle management and lower level employees of the Company.

B. The Company's bonus and incentive programs for the Company as a whole.

C. If so authorized by the Board, the Committee also may be authorized to interpret the Company's stock option plans, to prescribe, amend and rescind rules and regulations relating to those plans, to determine the term and provisions of the respective option agreements, and to make all other determinations deemed necessary or advisable for the administration of the plans.

5. Advisors and Funding

The Committee shall have the authority to retain independent legal counsel, independent accountants and other advisors as it deems necessary and appropriate to carry out its duties hereunder. The Company shall provide appropriate funding, as determined by the Committee and approved by the Board, for (i) the advisors referred to in the immediately preceding sentence employed by the Committee, and (ii) payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.