

BioDelivery Sciences International, Inc.
Compensation Committee Charter
(as amended through July 17, 2014)

The following Compensation Committee Charter was adopted by the Board of Directors of BioDelivery Sciences International, Inc. (the “**Company**”):

1. Members. The Board of Directors of the Company (the “**Board**”) shall have a Compensation Committee (the “**Committee**”) to be comprised of at least two (2) members who shall be members of the Board. The Committee shall have a Chairman. All Committee members must: (a) satisfy the independence requirements the Securities and Exchange Commission (“**SEC**”) and The Nasdaq Stock Market, Inc. (or such other exchange or quotation systems as the Company’s shares of common stock are listed or quoted on), (b) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (c) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Each appointed member of the Committee may be removed by the Board at any time, with or without cause.

2. Purposes, Duties and Responsibilities. The purpose of the Committee is to discharge the Board’s responsibilities relating to compensation of the Company’s executives and employees. The Committee shall ensure that the Company’s compensation programs are competitive, designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Amended and Restated Bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. Specifically, and without limiting the generality of the foregoing, the Committee will:

(a) Determine, in executive session at which neither of : (i) the Chief Executive Officer of the Company (the “**CEO**”) or (ii) the Executive Chairman of the Company, if a person is acting in the capacity of Executive Chairman (the “**Executive Chairman**”) are present or voting, the compensation for, respectively, the CEO or President, if such person is acting as the CEO, and the Executive Chairman, in each case with reference to applicable employment or similar agreements and utilizing such customary factors that the Committee deems necessary or appropriate.

(b) Review and determine the compensation of the executive officers of the Company other than the CEO and the Executive Chairman with reference to applicable employment or similar agreements and based upon the recommendation of the CEO and such other customary factors that the Committee deems necessary or appropriate.

(c) (i) Make awards to executive officers of the Company under the Company's Amended and Restated 2001 Incentive Plan, as amended, the Company's 2011 Equity Incentive Plan, as amended, and any other compensation or benefit plans as approved by the Board or the Committee and (ii) approve the overall amount or percentage of Company plan awards to be granted to all Company employees and delegate to the Company's executive management the right and power to specifically grant such awards to each Company employee within the aggregate limits and parameters set by the Committee.

(d) Review and approve the design of other benefit plans pertaining to executives and employees of the Company.

(e) Provide oversight and annual review of investments made under Company employee benefit plans.

(f) Approve such reports on compensation as are necessary for filing with the Securities and Exchange Commission and other government bodies.

(g) Review, recommend to the Board, and administer all plans that require "disinterested administration" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

(h) Approve the amendment or modification of any compensation or benefit plan pertaining to executives or employees of the Company that does not require stockholder approval.

(i) Review and recommend to the Board changes to the compensation of the Company's independent directors.

(j) Retain outside consultants and/or advisors, with such consultants and/or advisors to be selected at Committee's sole discretion, and obtain assistance from members of Company management or employees as the Committee deems appropriate in the exercise of its authority. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall assess each such consultant or advisor's independence before retention of such consultants or advisors (other than advisors whose role is limited to activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K), taking into consideration the following factors:

(i) whether the compensation consulting firm employing the compensation advisor is providing any other services to the Company;

- (ii) how much the compensation consulting firm who employs the compensation advisor has received in fees from the Company, as a percentage of such firm's total revenue;
 - (iii) what policies and procedures have been adopted by the compensation consulting firm employing the compensation advisor to prevent conflicts of interest;
 - (iv) whether the compensation consultant or advisor has any business or personal relationship with a member of the Committee;
 - (v) whether the compensation advisor or consultant owns any stock of the Company; and
 - (vi) whether the compensation advisor or consultant, or the person employing such advisor or consultant, has any business or personal relationship with an executive officer of the Company.
- (k) Make reports and recommendations to the Board within the scope of its functions and advise the officers of the Company regarding various personnel matters.
- (l) Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers and employees.
- (m) Review the form, terms and provisions of employment and similar agreements with the Company's executive officers and any amendments thereto.
- (n) Review, at least annually, the compensation philosophy of the Company.
- (o) Review this Charter from time to time and recommend any changes thereto to the Board.

3. Meetings. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee members determine. The majority of the members of the Committee constitutes a quorum and shall be empowered to act on behalf of the Committee. Minutes will be kept of each meeting of the Committee. The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

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