

INNSUITES HOSPITALITY TRUST

AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES

(Adopted as of April 2004 and last revised as of May 2013)

STATEMENT OF POLICY AND PURPOSE

The Board of Trustees (the “Board”) of InnSuites Hospitality Trust (the “Trust”) has appointed a Compensation Committee (the “Committee”) to discharge the Board’s responsibilities relating to compensation of the Trust’s Trustees and executive officers. The Committee has overall responsibility for approving and evaluating Trustee and executive officer compensation plans, policies and programs. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Trust’s proxy statement, if so required by the rules of the Securities and Exchange Commission (the “SEC”) or the listing standards of the NYSE MKT LLC (the “NYSE MKT”) or another stock exchange on which the Trust may then be listed.

COMPOSITION AND TERM

The Committee shall be comprised of no fewer than three Trustees, as appointed by the Board. No person shall serve as a member of the Committee who does not qualify as (i) an “independent” Trustee and Committee member in accordance with the listing standards of the NYSE MKT and (ii) a “non-employee director,” as that term is defined under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. The Committee shall further endeavor to have at least two members of the Committee who qualify as “outside directors,” as that term is defined for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board will appoint the members of the Committee annually, and each member will serve until such member’s successor is duly designated or until such member’s earlier resignation or removal. The Board may remove any member of the Committee, with or without cause, by a majority vote of the full Board. Unless the Board designates a Chairperson of the Committee, the members of the Committee will designate a Chairperson by a majority vote of the full Committee. The Chairperson will chair all regular sessions of the Committee and will set the agendas for Committee meetings.

DUTIES AND RESPONSIBILITIES

It is the overriding responsibility of the Committee to manage and oversee the Trust’s employee benefit and equity compensation plans, and to make recommendations to the Board regarding executive officer and Trustee compensation.

The following functions shall be common recurring activities of the Committee in carrying out its purpose set forth in this Charter. These functions should serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional

policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee set forth in this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern within the purpose of the Committee set forth in this Charter that the Committee deems appropriate or necessary. The Committee shall have the exclusive authority, in its sole discretion and at the expense of the Trust, to retain and/or obtain the advice of any compensation consultant, legal counsel or other adviser. Prior to retaining and/or receiving advice of any compensation consultant, legal counsel or other adviser (other than in-house legal counsel and any compensation consultant, legal counsel or other adviser whose role is limited to the activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K), the Compensation Committee shall assess such consultant's, counsel's or adviser's independence taking into consideration all relevant factors, including the factors set forth in the listing standards of the NYSE MKT, if so required by the rules of the SEC or the listing standards of the NYSE MKT. The Compensation Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee. The Trust shall provide appropriate funding, as determined by the Compensation Committee, for payment of compensation to compensation consultants, legal counsel and/or any other advisers retained by the Compensation Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other adviser to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

To fulfill its responsibilities and duties set forth in this Charter, the Committee shall do the following:

1. Review and Determine Compensation for Executive Officers and Trustees by:
 - a. establishing and reviewing the overall executive compensation philosophy of the Trust;
 - b. reviewing and approving Trust goals and objectives relevant to executive officers' compensation, including annual performance objectives;
 - c. evaluating the performance of the executive officers in light of established goals and objectives and, based on such evaluation, reviewing and approving the annual salary, bonus, stock options, other incentive awards and other benefits, direct and indirect, of the executive officers;
 - d. recommending to the Board the granting of equity-based awards to employees and non-employee Trustees of the Trust under the Trust's 1997 Stock Incentive and Option Plan and other equity compensation plans;

- e. selecting, retaining and (if necessary) terminating any compensation and benefits consultant or other outside expert needed to assist in the evaluation of Trustee or executive officer compensation, approving such consultant's and/or expert's fees and other retention terms, and obtaining advice and assistance from internal or external legal, accounting or other advisers;
- f. evaluating whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e) of Regulation S-K;
- g. in connection with executive compensation plans:
 - i. reviewing and recommending to the Board, or approving as appropriate, new executive compensation plans and any changes to or modifications of existing executive compensation plans;
 - ii. reviewing on a periodic basis the operations of the Trust's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose;
 - iii. establishing and periodically reviewing policies for the administration of executive compensation programs; and
 - iv. taking steps to modify any executive compensation program that, upon analysis, is determined to yield compensation or benefits that are not reasonably related to executive and corporate performance;
- h. establishing and periodically reviewing policies in the area of senior management perquisites;
- i. reviewing Trustee compensation for service on the Board and Board committees and recommending any changes to the Board;
- j. reviewing and recommending to the Board, or approving, as appropriate, any contracts or other transactions with current or former executive officers of the Trust and any non-independent Trustees, including consulting arrangements, employment contracts, severance or termination arrangements;
- k. performing duties delegated to it by the Board under various executive compensation plans;
- l. monitoring compliance by executives with the terms and conditions of the Trust's executive compensation plans;
- m. overseeing risks relating to the Trust's compensation policies, practices and procedures, reviewing the Trust's compensation arrangements to

determine whether they encourage excessive risk-taking, and evaluating compensation policies and practices that could mitigate any such risk;

- n. in connection with any shareholder advisory vote on the frequency with which the Trust shall hold a shareholder advisory vote on the compensation of the Trust's named executive officers, reviewing and recommending for approval by the Board the frequency that should be recommended to the Trust's shareholders;
- o. reviewing and recommending for approval by the Board the frequency with which the Trust should submit to the shareholders an advisory vote on the compensation of the Trust's named executive officers, taking into account any prior shareholder advisory votes on such frequency; and
- p. reviewing the results of any shareholder advisory votes on the compensation of the Trust's named executive officers and considering whether to make any adjustments to the Trust's executive compensation policies and procedures.

2. Prepare Reports and Minutes in order to:

- a. prepare an annual report on executive compensation for inclusion in the Trust's proxy statement, in accordance with applicable rules and regulations, if so required by the rules of the SEC or the listing standards of the NYSE MKT or another stock exchange on which the Trust may then be listed;
- b. report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate; and
- c. maintain minutes and other records of meetings and activities of the Committee.

Any report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

ADMINISTRATIVE MATTERS

- 1. A majority of the Committee members will serve as a quorum for the transaction of business. Committee meetings may be held by telephone or other means of communication whereby all meeting participants may actively participate.
- 2. The action of a majority of those present (in person or by telephone or other means of permitted communication) at a meeting at which a quorum is present will be an act of the Committee.

3. Any action which may be taken at a meeting of the Committee may be taken by written action signed by all Committee members, and such consent shall be filed with the Secretary of the Trust.
4. The Chief Financial Officer of the Trust will liaise between the Committee and the Trust.
5. The Chief Financial Officer shall keep minutes of Committee meetings.
6. The Trust's Chief Executive Officer may not be present during voting or deliberations regarding his compensation.
7. The Committee will meet at least once a year and at such other times as may be requested by its Chairperson and will routinely meet in executive session to review such matters as the Committee, in its discretion, determines to be appropriate.
8. In cooperation with the Governance and Nominating Committee of the Board, the Committee will review and reassess this Charter from time to time and will submit any suggested changes to the Board for review.