

## Nominating and Corporate Governance Committee Charter

The Nominating and Corporate Governance Committee ("Committee") is a standing committee of the Board of Directors (Board) of ALT5 Corp. (Company). Its primary function is to assist the Board by identifying individuals qualified to become Board members, recommend individual nominees to the Board for approval and address matters of corporate governance.

The Committee shall be comprised of at least two (2) members from the Board. Each member of the Committee shall (a) qualify as an Independent Director under the listing standards of the NASDAQ Stock Market, Inc. and (b) be otherwise free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

Members of the Committee shall be appointed by the Board based on nominations recommended by the Committee. The Chairperson of the Committee shall also be appointed by the Board. Committee members and the Chairperson shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Committee members and the Chairperson may be removed by the Board in its discretion.

The Committee shall meet at least annually, or more frequently as circumstances require, as may be called by the Chairperson of the Committee or at the request of the Board. A majority of the members of the Committee shall constitute a quorum. A majority of the members attending each meeting, in person or via teleconference, shall decide any matter brought before the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee may request that other Board members, or officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide pertinent information. In meeting its responsibilities, the Committee is expected/authorized to:

- 1) Make recommendations to the Board regarding the size and composition of the Board.
- 2) Develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board.
- 3) Identify and actively seek individuals qualified to become Board members in accordance with the criteria adopted by the Board.
- 4) Recommend to the Board nominees for submission to shareholders for election at the annual meeting of shareholders and nominees to fill any vacancies in the Board that may arise from time to time.
- 5) Review the Board's committee structure, composition and membership and recommend to the Board nominees for appointment as members of the various standing committees of the Board, nominees to fill any vacancies in any standing committees that may arise from time to time, the chairperson for each committee and the presiding director at the executive session of the Board.
- 6) Periodically review the membership criteria and listing standards for members of the Board and its standing committees.

- 7) Review the effect of a director's change in principal occupation or business association, or other changes in circumstances that may affect the director's continuing qualifications in relation to Board or committee membership, and make recommendations to the Board.
- 8) Review potential or actual conflicts of interest between the Company Board members or companies in which a Board member holds a position as a director or executive officer or has a material financial interest.
- 9) Obtain annually an assurance in writing from each officer and member of the board of directors that they have complied with the Company's Code of Business Conduct and Ethics.
- 10) Review and assess procedures for the approval of all related-party transactions involving executive officers and directors.
- 11) Review and assess the Company's Code of Business Ethics and Conduct and other corporate governance policies, programs and procedures and recommend any proposed changes to the Board for approval.
- 12) Consider any other corporate governance issues that arise from time to time and refer them to the Board and, if the Board requests, develop appropriate recommendations for the Board's consideration.
- 13) Ensure that emergency succession planning occurs for the positions of Chief Executive Officer, other key management positions, the Board chairperson and other Board members.
- 14) Report Committee actions and other significant matters to the Board with such recommendations as the Committee may deem appropriate.
- 15) Review and update this Charter periodically as needed, at least annually, and recommend any proposed changes to the Board for approval.
- 16) Perform such other activities consistent with this Charter, the Company's articles of incorporation and bylaws and applicable laws, as the Committee deems appropriate or as requested by the Board.

The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall have the authority to retain, as it deems necessary, a search firm to assist in identifying director candidates. The Committee shall have sole authority to select such search firm, approve its fees and other retention terms, and terminate any search firm to be used to identify director candidates.

The Committee shall have the authority to retain, as it deems necessary, such independent legal, accounting and other advisors to assist in carrying out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee shall have sole authority to select and terminate such advisors and approve their fees and other retention terms.

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors engaged by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.