NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Members. The Board of Directors (the "Board") of Mentari Therapeutics, Inc. (the "Company") appoints a Nominating and Corporate Governance Committee (the "Committee") of at least two members, consisting entirely of independent directors. For purposes hereof, an "independent" director is a director who meets the Nasdaq Stock Market ("Nasdaq") standards of independence for directors, as determined by the Board. The foregoing shall be subject to all applicable exemptions or exceptions permitted under Nasdaq listing standards. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

2. Purpose, Duties and Responsibilities. The purpose of the Committee is to engage in succession planning for the Board, identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), recommend director candidates to the Board and perform a leadership role in shaping the Company's corporate governance. Among its specific duties and responsibilities, the Committee will:

(a) *Nomination Criteria*: Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria and recommend changes to the Board as appropriate.

(b) *Board Composition Evaluation*: Periodically evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and with respect to each individual director, and to assess the criteria that may be needed in the future.

(c) *Director Recruitment*: Identify, review the qualifications of and recruit director candidates for election to the Board.

(d) *Evaluation of Current Directors*: Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.

(e) *Director Succession Planning*: Discuss succession planning for the Board and key leadership roles on the Board and its committees.

(f) *Evaluation of Stockholder Recommendations*: Establish procedures for the consideration of director candidates recommended for the Committee's consideration by the Company's stockholders.

(g) *Annual Meeting Nominees*: Recommend to the Board director candidates for election or reelection to the Board at the Company's annual meeting of stockholders.

(h) *Vacancies*: Recommend to the Board director candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

(i) *Corporate Governance Policies*: Develop and recommend to the Board a set of corporate governance principles, and periodically review these principles and recommend changes to the Board as appropriate.

(j) *Board Composition and Function*: Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.

(k) *Committee Membership*: Recommend committee members and chairs to the Board for appointment.

(l) *Other Directorships*: Review directorships at other for-profit organizations offered to directors and executive officers of the Company.

(m) *Board and Committee Evaluations*: Oversee the evaluation of the Board and its committees.

(n) *Sustainability*: Oversee and make recommendations to the Board regarding sustainability matters relevant to the Company's business, including Company policies, activities and opportunities.

(o) *Annual Evaluation*: Annually evaluate the performance of the Committee and the adequacy of the Committee's charter and recommend changes to the charter to the Board as appropriate.

The Committee will have such other duties and responsibilities as may be delegated by the Board from time to time.

3. Subcommittees. The Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside Advisers. The Committee has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions, including any search firm used to identify director candidates, and will receive appropriate funding, as determined by the Committee, from the Company, for the payment of compensation to any such advisers and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

5. Meetings. The Committee will meet as often as may be deemed necessary or appropriate at such times and places as the Committee or its chair determines. A majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the Board with respect to its activities.

Adopted by the Board on November 6, 2026