COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the "Board") of Mentari Therapeutics, Inc. (the "Company") appoints a Compensation 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 and Committee members, 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.

Additionally, at least two members of the Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. A subsequent determination that any member of the Committee does not qualify as a "non-employee director" will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties and Responsibilities. The purpose of the Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company's executive officers and directors. Among its specific duties and responsibilities, the Committee will:

(a) *Compensation Philosophy:* Oversee the Company's overall compensation philosophy, policies and programs, and assess whether the Company's compensation philosophy establishes appropriate incentives for management and employees.

(b) *CEO Compensation:* Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, approve or recommend to the Board the grant of equity awards to the CEO and set or recommend to the Board the CEO's compensation level based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation.

(c) *Non-CEO Executive Compensation:* Oversee the evaluation of other executive officers and approve or recommend to the Board the grant of equity awards and set or recommend to the Board compensation of other executive officers after considering the recommendation of the CEO.

(d) *Approval of Compensation Plans:* Review and approve (or if it deems appropriate or as required by applicable law, make recommendations to the Board regarding) the adoption, amendment and termination of the Company's equity plans and any employee stock purchase plan, incentive plan, bonus plan, deferred compensation plan and similar programs, with the authority to administer, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other authority as may be permitted or required under such plans;

provided that the Committee's general oversight shall not include services or administration of any plan subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and the Committee shall have no ERISA fiduciary responsibility as a result of overseeing such plans.

(e) *Administration of Compensation Plans:* Administer and make recommendations to the Board with respect to the Company's incentive compensation and equity-based compensation plans that are subject to the Board's approval.

(f) *Executive Officer Agreements:* Review and approve employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.

(g) *Inducement Grants:* Review and approve inducement grant awards.

(h) *Approval of Peer Group:* Review and approve the selection of the Company's peer group for compensation assessment purposes.

(i) *Compensation Discussion and Analysis:* Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures to the extent that the rules and regulations of the Securities and Exchange Commission ("SEC Rules") require they be included in the Company's annual report and proxy statement, recommend to the Board, based on its review and discussions, whether the CD&A should be included in the annual report and proxy statement and oversee preparation of the Committee report (to the extent required by SEC Rules) for inclusion in the Company's annual report and proxy statement.

(j) *Review of Say-on-Pay Results:* Review and consider the results of the most recent stockholder advisory vote on executive compensation to the extent required by SEC Rules.

(k) *Director Compensation:* Periodically review the form and amount of compensation paid to directors for their service on the Board and its committees and recommend changes in compensation to the Board as appropriate.

(l) *Succession Planning:* Oversee succession planning for positions held by executive officers, and review succession planning periodically with the Board.

(m) *Risk Assessment:* Oversee the assessment of risks related to the Company's compensation policies and programs applicable to officers and employees to the extent required by SEC Rules.

(n) *Clawback Policy:* Oversee the administration of the Company's clawback policy, and review and approve changes to this policy from time to time as appropriate.

(o) *Compensation Consultant Conflicts of Interests:* Assess whether the work of compensation consultants involved in determining or recommending executive or

director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

(p) *Human Capital Management:* Oversee the Company's strategies and policies related to human capital management, including with respect to matters such as workplace environment and culture and talent development and retention.

(q) *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, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the performance of its functions, including any compensation consultant used to assist in the evaluation of director or executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company, for the payment of compensation to any such advisers. The Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, to the extent required by and in accordance with Nasdaq listing standards.

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