

BIOSTEM TECHNOLOGIES, INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION AND MEMBERSHIP

This Charter governs the operations of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of BioStem Technologies, Inc. (the “Company”). The Committee shall be appointed by the Board and shall be comprised of at least two directors. Each member of the Committee shall meet the independence and qualification requirements as set forth in the Nasdaq Stock Market Rules (“Nasdaq”), subject to any Nasdaq exceptions, and any additional requires that the Board deems appropriate.

In fulfilling its responsibilities, the Committee may delegate its responsibilities to a subcommittee consisting of members of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee or consisting entirely of directors who meet the independence requirements of Nasdaq and the rules and regulations of the Securities and Exchange Commission (the “SEC”). Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

STATEMENT OF POLICY

The Committee shall assist the Board with respect to identifying individuals qualified to serve as directors of the Company, consistent with criteria established by the Board, and to select individuals so qualified as director nominees at each annual meeting of Company shareholders; to nominate individuals to fill vacancies on the Board which may occur between annual meetings of Company shareholders; to recommend individual Board members for designation as members of committees of the Board; to advise the Board with respect to the Board’s composition, compensation, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and advise the Board with respect to the corporate governance guidelines applicable to the Company; and to oversee the evaluation of the Board.

Meetings

The Committee shall meet periodically, and special meetings may be called when circumstances require. The Committee may meet in person, by telephone or video conference call. The Chair of the Committee or a majority of the members of the Committee may call meetings of the Committee. The Committee shall record and keep minutes of all Committee meetings. The Committee’s policies and procedures shall remain flexible, but consistent with the bylaws of the Company and this Charter. The Committee may meet in executive session, without management present, on any matter it deems appropriate, at its discretion.

Quorum and Voting

A majority of the Committee's members will constitute a quorum. At any meeting of the Committee, the decision of a majority of the members present and voting will be determinative as to any matter submitted to a vote. The Committee may also act by unanimous written consent, which may be provided electronically.

Chair

The Board shall designate a chair of the Committee.

Report to the Board

The Committee will report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

RESPONSIBILITIES AND DUTIES

The following shall be the principal duties of the Committee in carrying out its responsibilities. The duties are set forth as a guide with the understanding that the Committee may supplement or alter the duties as appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best handle changing conditions.

The Committee shall:

Board Candidates and Nominees

- establish procedures for evaluating the suitability of potential director nominees proposed by management or shareholders.
- review qualifications of candidates for Board membership from whatever source received and identify individuals qualified to become Board members, consistent with criteria established by the Board from time to time.
- select the director nominees for election by the shareholders or appointment by the Board, as the case may be, and recommend to the Board individuals to fill vacancies on the Board which occur between annual meetings of shareholders of the Company, in each case pursuant to the bylaws of the Company, which selections shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation, Nasdaq listing standards or the bylaws of the Company.
- recommend, if appropriate, to the Board, criteria relating to tenure as a director, such as retirement age, limitations on the number of times a director may stand for reelection, the

continuation of directors in an honorary or similar capacity and the definition of independence as it relates to the directors.

- review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to determine whether or not the director should be re-nominated.
- review the suitability for continued service as a director in light of each director's performance evaluation, as well as a suitability review, in connection with each current director's nomination recommendation.

Board Composition and Procedures

- review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq.
- make recommendations on the frequency and structure of Board meetings.
- make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
- oversee the annual disclosure of the current year and immediately prior year diversity statistics to be included in the Company's Board Diversity Matrix and review with the Board and recommend, if necessary, any measures or additional disclosures required under Nasdaq listing standards.

Board Committees

- make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
- monitor committee structure and operations (including authority to delegate to subcommittees) and to make recommendations for any changes, including the creation and elimination of committees.
- review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships and report any recommendations to the Board.

- review from time to time the selection, duties responsibilities and compensation of any lead independent director and report any recommendations to the Board.
- recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall not be exclusive and shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

Corporate Governance

- develop and review periodically, and at least annually, the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Nasdaq, and to recommend any desirable changes to the Board.
- in conjunction with the Compensation Committee of the Board, oversee the development of executive succession plans, and assist the Board in the evaluation and nomination of potential successors to the Chief Executive Officer.
- develop and periodically review an appropriate orientation and continuing education program for Board members.
- consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
- oversee the Company's policies and procedures for monitoring the Company's performance relating to environmental, social and governance (ESG) matters and corporate sustainability, including review of ESG and sustainability disclosures, controls and assurance.

Evaluation of the Board

- be responsible for overseeing the evaluation of the Board as a whole. Such responsibility shall include responsibility for implementing and overseeing a process for the Board to perform a self-evaluation of its performance on at least an annual basis. The Committee shall establish procedures to allow it to exercise these oversight functions.

Outside Advisers

- have the authority, in its sole discretion, to retain, obtain, select, oversee, terminate and/or replace, as needed, compensation and benefits consultants, legal counsel, director candidate search firms or other advisors as it determines appropriate to assist it in the full performance of its functions, and is directly responsible for the appointment, compensation, and oversight of the work of such consultant, counsel, or other adviser retained by the Committee. The Company provides for appropriate funding, as determined by the Committee, for payment of compensation to any such consultant, counsel or other adviser. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other adviser only after taking into consideration the factors prescribed by

Nasdaq rules. 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 advisor 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.

Review Corporate Governance and Nominating Committee Charter

- review and reassess this Charter at least annually and recommend any changes to the Board for approval.

Self-Evaluation

- conduct an annual performance evaluation of the Committee.

Risk Assessment

- be responsible for overseeing the management of corporate governance risks.

Adopted on May 21, 2025