

BIOSTEM TECHNOLOGIES, INC.

**CHARTER OF
THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

ORGANIZATION AND MEMBERSHIP

This Charter governs the operations of the Compensation 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 of whom shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”). In addition, each member of the Committee shall also be “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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 consisting entirely of directors who meet the independence requirements of Nasdaq and the rules and regulations of 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 the Company’s compensation programs and compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers, which for purposes of this Charter shall have the same meaning as “officer” as such term is defined in Rule 16a-1(f) under the Exchange Act (together with the CEO, the “Executive Officers”). While the Committee has specific responsibilities and duties, as outlined below, its primary responsibility is to oversee matters relating to executive compensation and any other matters properly delegated to it by 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:

Compensation for Executive Officers/Officer Selection

- review and approve the overall executive compensation philosophy of the Company.
- review and approve the Company's goals and objectives relevant to the compensation of the Executive Officers, including annual performance objectives.
- review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, based on that evaluation, determine and recommend the CEO compensation, including annual salary, annual incentive (bonus), long-term incentive and other benefits, direct and indirect, of the CEO for approval by the Board. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including the Company's performance and relative shareholder return, the value of similar awards to chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO may not be present during deliberations or voting regarding compensation of such CEO.
- evaluate the performance of the other Executive Officers in light of established goals and objectives. Based on such evaluation, determine and approve the

compensation, including annual salary, annual incentive (bonus), long-term incentive and other benefits, direct and indirect, of the other Executive Officers.

- review and approve as appropriate, new executive compensation plans, incentive compensation plans in which Executive Officers participate, equity-based plans and any amendments to or modifications of such plans.
- review and approve any proposed employment agreement with any current or prospective Executive Officer of the Company and any proposed modification or amendment thereof.
- review and approve any consulting, severance, retention, change in control, or other termination arrangement proposed to be made to any current or former Executive Officer of the Company except for any such payment made in accordance with an agreement or plan previously approved by the Board or the Committee.
- establish and periodically review the policies relating to Executive Officer perquisites.
- oversee, together with the Corporate Governance and Nominating Committee of the Board, the development of succession plans for the Executive Officers, and assist the Board in the evaluation and nomination of potential successors to the CEO.
- review the results of any advisory shareholder votes on executive compensation (“say-on-pay votes”), and any other feedback gathered through the Company’s ongoing shareholder outreach that may be in effect from time-to-time, and consider whether to make or recommend adjustments to the Company’s executive compensation policies and practices as a result of such votes and other shareholder feedback.
- recommend for approval by the Board how frequently the Company should conduct say-on-pay votes. This review should take into account the most recent shareholder advisory vote on the frequency of say-on-pay resolutions at the Company.
- review, approve and/or make recommendations to the Board with respect to any Company policy or procedure relating to Executive Officer compensation, such as, any clawback policy, stock ownership guidelines or pledging or hedging policy.

Monitoring Compensation Plans

- perform duties delegated to the Committee by the Board under various executive compensation plans.
- review and approve and, when appropriate, recommend to the Board for approval, incentive compensation plans for Executive Officers, and all equity-based plans, and where appropriate or required, recommend for approval by the shareholders of

the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans for Executive Officers and all equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

- have the authority, in its sole discretion, to retain, obtain, select, oversee, terminate and/or replace, as needed, compensation and benefits consultants, legal counsel 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 reasonable 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.
- periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.
- have the authority to approve a pool of share awards and related award terms to be used by management for hiring and retention purposes for non-Executive Officers.

Compensation Disclosures

- review and discuss with management the Company's Compensation Discussion and Analysis required to be disclosed by federal securities law or any other applicable law and, based on this review and discussion, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual report, proxy statement or information statement.
- in accordance with applicable federal securities laws, prepare the annual Compensation Committee Report for inclusion in the Company's proxy statement.

Review Compensation 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 and evaluating the management of risks related to the Company's compensation plans and policies. In this regard, the Committee shall review the Company's and/or its independent consultant's annual assessment of the Company's compensation plans and policies to confirm that such plans and policies do not encourage unnecessary risk taking.

Adopted on October 24, 2024