

**DAMON INC.**  
(the “Corporation”)

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The purpose of the Corporation’s Nominating and Corporate Governance Committee (the “Committee”) is to: (i) identify and recommend to the Board of Directors of the Corporation (the “Board of Directors”) individuals qualified to be nominated for election to the Board of Directors; (ii) recommend to the Board of Directors the members and Chair for each Board of Directors’ committee; and (iii) periodically review and assess the Corporation’s corporate governance principles contained in this Charter and make recommendations for changes thereto to the Board of Directors.

**Committee Membership**

1. Subject to any applicable phase-in periods, exceptions, or cure periods permitted under the securities laws and the Listing Rules of The Nasdaq Stock Market LLC (“Nasdaq”), the Committee shall consist of no fewer than two directors as determined by the Board of Directors each of whom must be independent as defined under applicable securities laws and the Listing Rules of Nasdaq (each, a “Member”).
2. The Members and Chair of the Committee shall be appointed and may be removed by the Board of Directors.

**Meetings and Participation**

The Committee shall meet regularly and as frequently as circumstances dictate.

Unless otherwise specified in the Corporation’s Articles, the Committee is subject to the same rules, *mutatis mutandis*, as the Board of Directors regarding meetings (including in-person meetings or meetings held by telephone or other similar communication methods), actions without meetings, notice, waiver of notice, and quorum and voting requirements.

**External Advisors**

The Committee has the authority to retain and terminate any search firm and to retain independent legal or other advisors, in each case as the Committee may deem appropriate, including the authority to approve these firms’ fees and other retention terms.

**Nomination Responsibilities**

The Committee shall perform the following functions in carrying out its duties:

1. the Committee shall lead the Corporation's search for individuals qualified to become members of the Board of Directors;
2. the Committee shall evaluate and recommend to the Board of Directors for nomination candidates for election or reelection as directors;
3. in the event of a vacancy on the Board of Directors, or if the Committee becomes aware of a pending vacancy and the Board of Director determines that such vacancy shall be filled by the Board of Directors, the Committee shall recommend to the Board of Directors a qualified individual for appointment to the Board of Directors;
4. the Committee shall establish and oversee appropriate director orientation and continuing education programs; and
5. in assessing the qualification of a candidate, the Committee generally shall observe the following guidelines:
  - the Committee shall bear in mind any applicable rules on independence and such other factors as it deems advisable;
  - in considering candidates, the Committee shall consider their other obligations and time commitments and their ability to attend meetings as needed; and
  - in considering candidates, the Committee shall consider what competencies and skills the Board of Directors should possess and assess what competencies and skills each existing director possesses.

### **Corporate Governance Responsibilities**

1. The Committee shall, from time to time, as the Committee deems appropriate, make recommendations to the Board of Directors regarding an appropriate organization and structure for the Board of Directors.
2. The Committee shall, from time to time, as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charters of each committee of the Board of Directors.
3. The Committee shall periodically review and assess the adequacy of the Corporation's corporate governance framework, and may develop and recommend to the Board of Directors for adoption of additional corporate governance principles.
4. The Committee shall periodically review the Corporation's Articles in light of existing corporate governance trends, and shall recommend any proposed changes for adoption by the Board of Directors or submission by the Board of Directors to the Corporation's stockholders.
5. The Committee may make recommendations on the structure and logistics of Board of Directors' meetings and may recommend matters for consideration by the Board of Directors.
6. The Committee shall consider, adopt and oversee all processes for evaluating the performance of the Board of Directors, each committee and individual directors.

### **General**

1. The Committee shall perform any other duties or responsibilities delegate to the Committee by the Board of Directors from time to time.

2. The Committee shall report regularly to the Board of Directors.
3. The Committee shall review and reassess the adequacy of this Charter annually and propose to the Board of Directors any changes to the Charter.
4. The Committee shall annually assess the Committee's performance.

**Effective Date:**