

DAMON INC.
(the “Corporation”)

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “**Committee**”) of the Board of Directors of the Corporation (the “**Board of Directors**”) assists the Board of Directors in fulfilling its oversight responsibilities relating to officer and director compensation, succession planning for senior managements, development and retention of senior management, and such other duties as directed by 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 consulting firm used to assist in the evaluation of director, Chief Executive Officer or other officer compensation 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.

Responsibilities related to Compensation

The Committee shall:

1. review and approve the Corporation's compensation principles and structure;
2. review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer of the Corporation. The Committee will evaluate at least once a year this individual's performance in light of these established goals and objectives and based upon these evaluations shall set the Chief Executive Officer's annual compensation, including salary, bonus, incentive and equity compensation. The Chief Executive Officer shall not be present when his or her compensation is considered or determined by the Committee;
3. review and approve on an annual basis the evaluation process and compensation structure for the Corporation's other executive officers as defined under Rule 16a-1(f) under Section 16 of the Securities Exchange Act of 1934, as amended, including salary, bonus, incentive and equity compensation. The Committee will evaluate at least once a year their individual performance in light of these established goals and objectives and, based upon their evaluations, shall set their annual compensation, including salary, bonus, incentive and equity compensation. No officer may be present when his or her compensation is considered or determined by the Committee;
4. review the Corporation's incentive compensation and other equity-based plans and recommend changes in such plans to the Board of Directors as needed. The Committee may exercise the authority of the Board of Directors with respect to the administration of such plans;
5. periodically review and make recommendations to the Board of Directors regarding the compensation of non-management directors, including Board of Director and Committee retainers, meeting fees, equity-based compensation and such other forms of compensation and benefits as the Committee may consider appropriate;
6. oversee the appointment and removal of executive officers, and review and approve for executive officers, including the Chief Executive Officer, any employment, severance or change in control agreements; and
7. approve any loans to employees as allowed by law.

General Responsibilities

The Committee shall:

1. regularly report to the Board of Directors on Committee matters;
2. review and reassess the adequacy of this Charter annually and propose to the Board of Directors any changes to the Charter;
3. If applicable to the Corporation, review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A"), recommend that the CD&A be included in the Corporation's annual report on Form 10-K and proxy statement, and prepare a report of the Committee on executive compensation in accordance with applicable securities law requirements to be included in the Corporation's proxy statement or annual report on Form 10-K;
4. annually assess the Committee's performance; and
5. Perform such other functions assigned by applicable law, the Corporation's Articles or the Board of Directors.

Effective Date: []