

COMPENSATION COMMITTEE CHARTER

ACTUATE THERAPEUTICS INC.

Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Actuate Therapeutics Inc. (the “**Company**”) is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

Membership

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market, including any applicable phase-in periods (the “**Nasdaq Rules**”).

The Board may also consider whether each member of the Committee qualifies as a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To establish annually the corporate goals and objectives relevant to compensation for the Company’s chief executive officer (“**CEO**”) and each of the Company’s other executive officers as defined in Rule 3b-7 promulgated under the Exchange Act), evaluate such executive officer’s performance against those goals and objectives and review and make recommendations to the Board for approval regarding the form and amount of compensation of such executive officers. No executive officer can be present during any voting or deliberations by the Committee on his or her compensation.
2. To review and make recommendations to the Board regarding the approval of incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans.
3. To administer the Company’s incentive compensation plans and 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, as well as delegations of such authority to a subcommittee of one or more directors or to one or more officers or directors of the Company, subject to the provisions of each plan and applicable law.
4. To the extent required in the Company’s filings with the Securities and Exchange Commission (“**SEC**”), review and discuss with management the Company’s Compensation Discussion and Analysis (“**CD&A**”), recommend that the CD&A be

included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

5. To review and make recommendations to the Board regarding the approval of any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
6. To review and make recommendations to the Board regarding the approval of any employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans and the ability to delegate oversight of such plans.
7. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
8. In evaluating and determining executive compensation and any approvals or recommendations relating to incentive compensation plans and equity-based plans, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act.
9. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act.
10. To periodically review all director compensation and benefits for service on the Board and Board committees and to recommend any changes to the Board as necessary.
11. To consider and make recommendations to the Board for approval, as needed, for executive officer succession.
12. Oversee the Company's compliance with legal and regulatory requirements associated with executive compensation matters and coordinate as needed with the Board or other committees of the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors.

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 compensation 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.

Except as otherwise permitted by applicable law, the Committee may select or receive advice from certain advisors only after considering the adviser independence factors set forth in the Nasdaq Rules. These advisers include consultants, counsel, or advisors other than in-house legal counsel and any consultant, counsel, or advisor for whom no disclosure is required under Regulation S-K Item 407(e)(3)(iii) (generally relating to broad-based plans and information not specifically developed and customized for the Company) (each an “**Advisor**”). For any Advisor, the Committee should consider all factors relevant to that person's independence from management, including the following:

- (a) the provision of other services to the Company by the person that employs the Advisor;
- (b) the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- (c) the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the Advisor with a member of the Committee;
- (e) any stock of the Company owned by the Advisor; and
- (f) any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. Subject to applicable law, rules and regulations and the organizational documents and applicable compensation plans of the

Company, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more officers, employees or a committee that includes one or more officers or employees, of the Company.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.