

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

ACTUATE THERAPEUTICS, INC.

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to carry out the responsibilities delegated by the board of directors (the “**Board**”) of Actuate Therapeutics, Inc. (the “**Company**”) relating to the Company’s director nominations process and procedures, development and maintenance of the Company’s corporate governance policies, practices and procedures, oversight of the board and board committee assessment process and any related matters required by the federal securities laws.

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**”).

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To periodically review the size of the Board and assess its ability to function effectively, and review its committee structure, committee chairs and membership and make recommendations to the Board with respect to any changes thereto.
2. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
3. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement.
4. To make recommendations to the Board for approval regarding the selection of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
5. To develop and recommend to the Board for approval any director independence standards that are deemed appropriate in addition to those required by Nasdaq Rules and make recommendations to the Board with respect to whether a director has a relationship with the Company that would impair such director’s independence.
6. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
7. To oversee the Company’s corporate governance policies, practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework.

8. Review directorships in other public companies held by or offered to a director, and retirements or other changes to a director's principal occupation or business association, to determine whether they adversely affect his or her service on the Board and make recommendations to the Board with respect thereto.
9. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside counsel, a director search firm, an executive search firm, a compensation consultant and such other advisors 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 for such services.

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 search consultants, outside counsel, compensation consultant and any other advisors.

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 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.

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.