

TRYFACTA, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted and approved by Board of Directors on November 26, 2025, and effective as of the Company's listing date)

1. Purpose

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Tryfacta, Inc. (the "Company") shall assist the Board in fulfilling its responsibilities with respect to corporate governance and matters relating to the nomination of directors.

This includes:

- Identifying individuals qualified to become Board members.
- Recommending director nominees to the Board.
- Developing and recommending corporate governance guidelines to the Board.
- Overseeing the evaluation of the Board and management.

2. Membership & Organization

- The Committee shall consist of at least three members. Each member shall meet the independence requirements of the applicable stock exchange and any other relevant regulations.

3. Responsibilities

The Committee shall:

- **Board Composition:**
 - Set the general criteria for nomination to the Board.
 - Periodically consider the size, composition, and needs of the Board.
 - Consider and recommend candidates for Board membership, including to fill vacancies.
 - Recommend the director nominees for election.
- **Director Independence:** Make recommendations to the Board regarding director independence and oversee the Board's annual evaluation of each director's independence.
- **Stockholder Nominations:** Review stockholder recommendations for director nominees and consider such recommendations.
- **Committee Structure:**
 - Review annually the purpose of the Board's Committees.
 - Recommend to the Board whether any Committees should be created or discontinued.
 - Recommend to the Board the directors and Chair to be appointed to each Committee.
- **Corporate Governance:**
 - Develop and recommend the Corporate Governance Guidelines to the Board.
 - Review these guidelines annually and recommend any changes.
- **Evaluations:**
 - Develop and recommend an annual performance evaluation process for the Board and its Committees.
 - Oversee this annual evaluation process.
- **Conflicts & Succession:**
 - Evaluate questions of possible conflicts of interest of Board members and executive officers.

- Periodically review the succession plan relating to members of the Board.
- **Board Leadership:** Review annually the Board's leadership structure, including whether the roles of Chair and CEO should be separated.
- **Director Education:** Review and recommend director orientation and continuing education programs.

4. Authority

- **Reporting:** The Committee shall report regularly to the Board.
- **Delegation:** The Committee may form and delegate authority to subcommittees composed of independent directors.
- **Advisors:** The Committee shall have the authority and funds to retain legal or other advisors as it deems necessary.
- **Charter Review:** The Committee shall periodically review this Charter and recommend any proposed changes to the Board.
- **Self-Evaluation:** The Committee shall conduct an annual evaluation of its own performance.

5. Meetings & Minutes

The Committee shall meet as often as it deems necessary and maintain written minutes of its meetings.