STARK NOVUS FINANCIAL INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(As adopted by the Board of Directors, effective as of July 21, 2026)

PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Stark Novus Financial Inc. (the "**Company**") is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company or to fill vacancies on the Board, (iii) assess and make recommendations to the Board concerning the Company's Corporate Governance Guidelines (the "**Corporate Governance Guidelines**"), (iv) oversee the annual performance evaluation of the Board and its committees and management and (v) recommend directors to serve on the committees of the Board.

COMPOSITION

The number of members of the Committee shall be determined by the Board and shall consist of three or more directors, each of whom the Board has determined (i) to be "independent" as defined, and to the extent required, under applicable United States Securities and Exchange Commission rules and listing standards of the securities exchange on which the Company's securities are listed (the "**Exchange**") and (ii) meets the requirements for a "Non-Employee Director" contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Committee members shall be appointed by the Board, shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and may be removed by the Board in its discretion. The Board shall designate one member of the Committee as its chairperson.

MEETINGS AND PROCEDURES

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by a majority of the Committee. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. A majority of the Committee members, but not less than two members, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute books.

As necessary or required, the chairperson may request that members of the management team or other independent consultants be present at any meetings of the Committee.

RESPONSIBILITIES

In furtherance of its purpose, the Committee shall:

1. Review the structure, organization, function and composition of the Board and its committees and make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.

2. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, and select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.

3. Consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.

4. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.

5. Identify Board members qualified to fill any vacancy on a standing committee of the Board, and recommend directors for appointment to any such committee.

6. Review the independence of directors, including any conflicts of interest, and report to the Board.

7. Review the adequacy of the Corporate Governance Guidelines periodically, recommend any proposed changes to such guidelines to the Board for approval and monitor compliance with such guidelines.

8. Review any director resignation that is made in accordance with the director resignation policy set forth in the Corporate Governance Guidelines and make a recommendation to the Board regarding whether to accept or reject the tendered resignation, or whether other action should be taken by the Board.

9. Establish procedures to exercise oversight of, and oversee the performance evaluation process of, the Board and management.

10. Lead the Board and its committees through an annual self-evaluation process to determine whether it and its committees are functioning effectively and report the results of the self-evaluation process to the Board.

11. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.

12. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.

13. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

14. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the Exchange, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

NOMINATING CRITERIA

The Committee shall recommend to the Board for approval the criteria and policies for consideration and selection of directors to the Board and the Board committees. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account the listing standards of the Exchange and any other applicable law, regulation or rule. In selecting or recommending a candidate, the Committee shall take into consideration any criteria approved by the Board and such other factors as it deems appropriate. Directors must possess the highest personal and professional ethics, integrity and values. Qualifications and considerations may include:

- current or recent experience as a senior executive of a public company or as a leader of another major complex organization;
- experience as a director of a public company;
- business and financial expertise;
- ability to make independent judgments;
- general understanding of the Company's business;
- professional background, including current or prior industry experience;
- current employment; and
- diversity with respect to viewpoints, background, experience, skill, education, national origin, gender, race, age, culture and current professional and personal affiliations.

The Committee shall consider all candidates recommended by the Company's stockholders in accordance with procedures, that, if applicable, will be set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management but is not required to do so.