GBANK FINANCIAL HOLDINGS INC.
CHARTER OF THE COMPENSATION COMMITTEE

This Charter of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of GBank Financial Holdings Inc. (the "Company") has been adopted by the Board for the purpose set forth below. Unless the context requires otherwise, all references to the Company in this Charter will include the subsidiaries and affiliates of the Company.

Purpose of the Committee and Responsibilities

The purpose of the Committee is to assist the Board in discharging its duties related to the compensation function. Compensation functions are focused on overseeing the overall compensation structure, policies and programs, and assessing whether the compensation structure meets the Company's corporate objectives and establishes appropriate incentives to directors, officers and employees and does not encourage excessive risk taking or pose a threat to the Company's safety and soundness or the Company's financial stability.

To fulfill its responsibilities and duties, the Committee shall:

1. Oversee the Company's philosophy and practices relating to compensation of the Company's directors, Executive Officers and other members of the Company's management, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.

2. Review and determine, and recommend to the Board for its confirmation, the annual compensation, annual incentive opportunities (including equity and non-equity incentives) and any other matter relating to the compensation of the Executive Officers.

3. Review the compensation payable to employees other than Executive Officers, including equity and non-equity incentive compensation and other benefits and the Company's total incentive compensation program envisioned for each fiscal year.

4. Review the performance of the Executive Officers for each fiscal year.

5. Review and determine, and make recommendations to the Board with respect to any and all employment agreements, severance or termination agreements, change in control agreements, noncompetition agreements or similar agreements proposed to be entered into between any Executive Officer and the Company.

6. Review and determine, and recommend to the Board for its confirmation the establishment of the performance measures applicable to each performance-based cash incentive and equity incentive award to be made under any Plan, and the applicable performance targets for each such performance measure for each such award granted under a Plan.

7. Review, approve and administer each of the Plans to be submitted for shareholder approval under the Listed Company Rules or the Internal Revenue Code, and to review and, in the Committee's sole discretion, approve all Plans that are exempt from such shareholder approval requirements, and perform such other duties and responsibilities as may be assigned to the Committee under the terms of the Plans.

8. At least annually review the overall performance, operation and administration of the Plans.

9. Review annually and recommend to the Board the non-employee director compensation program for each year to compensate non-employee directors for their service on the Board, Board committees, and any subsidiary boards of directors.

10. Review and discuss with management the proposed compensation related disclosures to be included in the Company's annual meeting proxy statement, in accordance with applicable rules and regulations.

11. Oversee and make recommendations to the Board regarding the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including, when required, shareholder advisory votes on executive compensation and the frequency thereof and golden parachute compensation, and the requirement under the Listed Company Rules that, with limited exceptions, shareholders approve equity compensation plans.

12. Annually review the provisions of this Charter and, if appropriate, recommend changes for approval by the Board.

Committee Membership

The Committee shall consist of three (3) or more directors as determined from time to time by the Board. The members of the Committee shall be elected by the Board annually and shall serve until their successors have been duly elected and qualified or until earlier resignation or death. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Stock Market LLC's listing standards (the "Listed Company Rules"), the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "SEC"), and any additional requirements that the Board deems appropriate. The Board will determine, at least annually, the eligibility of the Committee's members.

Each member of the Committee must (i) be an "independent director" as defined under the Listed Company Rules, except as may otherwise be permitted by the Listed Company Rules; and (ii) be a "non-employee director," as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Board may remove by a majority vote any director from the Committee at any time with or without cause. Any vacancy on the Committee shall be filled by a majority vote of the Board. Any director serving on the Committee will automatically cease to be a member of the Committee at any time that he or she ceases to be a director of the Company.

Committee Structure and Operations

The chairperson of the Committee shall be designated by the Board on the recommendation of the Governance and Nominating Committee. If the Board does not designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson of the Committee.

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but at least twice a year, at such times and places determined by the Committee chairperson. Alternatively, the Committee may take action by unanimous written consent in lieu of a meeting.

A majority of the members of the Committee present in person or by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear one another shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may invite members of the Board, management and outside parties, including legal counsel and other advisers, to its meetings as it deems appropriate.

The Committee, in its discretion, may ask members of the Board, management or such other persons as it deems appropriate to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Delegation to Subcommittee

The Committee may, in its discretion, form and delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of legal counsel, outside search firms, or other advisors or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

Conflict with Board Resolutions or Directives

In the event of an inconsistency or conflict between this Charter and any Board resolution, directive or action relating to this Committee, then such Board resolution, directive or action shall take precedence and govern.

Disclosure of Charter

This Charter will be made available as required by applicable laws and regulations and the Nasdaq listing standards.

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It is acknowledged that all of the above-listed tasks and focus areas may not be relevant to all the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

Approved by the Board: June 21, 2025