

# TERAWULF INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective October 27, 2023

### I. Purpose

The nominating and corporate governance committee (the “*Committee*”) of the board of directors (the “*Board*”) of TeraWulf Inc., a Delaware corporation (the “*Company*”) shall carry out the responsibilities delegated to the Committee by the Board relating to the Company’s director nominations process and procedures, the Company’s corporate governance policies, and other matters as are assigned to the Committee by the Board pursuant to this nominating and corporate governance charter (this “*Charter*”) or as shall be required by applicable laws, rules and regulations, including the federal securities laws.

### II. Organization

The Committee shall consist of at least two (2) directors, each of whom shall satisfy the independence and other nominating and governance committee requirements of the Company’s corporate governance guidelines (the “*Corporate Governance Guidelines*”), the Nasdaq Stock Market LLC (“*Nasdaq*”) and other applicable regulatory requirements, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chair shall be designated by the Board, or if not so designated, the members of the Committee shall elect a chair by a vote of the majority of the full Committee.

### III. Meetings

The Committee shall meet at least two (2) times per year or more frequently as circumstances require. Meetings shall be called by the chair of the Committee or, if there is no chair, by a majority of the members of the Committee.

Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. Actions of the Committee may be taken by unanimous written consent.

### IV. Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may perform any other activities consistent with this Charter, the Charter Documents (as defined below) and governing law, as the Committee or the Board deems necessary or appropriate.

## V. Duties and Responsibilities

To assist in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with or request assistance from senior management and, as appropriate, other Company employees. The Committee shall report to the Board regularly.

To fulfill its responsibilities, the Committee shall:

1. *Criteria for Selecting Directors.* Develop criteria for the selection and qualifications desirable in members of the Board, in accordance with the Company's Corporate Governance Guidelines, while also accounting for the mix of skills and other qualities that provide for an appropriate board composition, taking into context current Board members, specific needs of the Company and the Board, and applicable rules and regulations of the Securities and Exchange Commission and Nasdaq listing standards.
2. *Director Nominees.* Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders that are validly made in accordance with applicable procedures, laws, rules and regulations and the provisions of the amended and restated certificate of incorporation of the Company (as further amended, restated or otherwise modified from time to time, our "*Certificate of Incorporation*") or the amended and restated bylaws (together with the Certificate of Incorporation, the "*Charter Documents*").
3. *Corporate Governance Guidelines.* Review and reassess the adequacy of the Corporate Governance Guidelines periodically and recommend any changes to the Board, as appropriate.
4. *Board Composition.* Periodically review the composition of the Board and its committees in light of current challenges and needs of the Board, and recommend any changes to the Board, as appropriate.
5. *Board Evaluation.* Oversee the periodic self-evaluations of the Board and its committees.

6. *Board Committee Structure and Membership.* Review the Board’s committee structure and composition and appoint or make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs as necessary.
7. *Other Governance Matters.* Make recommendations to the Board regarding corporate governance matters, including but not limited to, changes to the documents, policies and procedures in the Company’s corporate governance framework, including its Charter Documents.
8. *Applicable Disclosures.* Review and make recommendations regarding disclosure of the Company’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process in the Company’s proxy statement or annual report on Form 10-K, as applicable.
9. *Review of this Charter.* Review and assess the adequacy of this Charter periodically and recommend to the Board any changes deemed appropriate by the Committee.
10. *Committee Self-Evaluation.* Review its own performance periodically.
11. *Reports to the Board.* The Committee must report regularly to the Board regarding the activities of the Committee.

## **VI. Delegation of Duties**

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company’s Corporate Governance Guidelines and Nasdaq.

The Committee shall have the authority to retain or terminate, in its sole discretion, director search firms, executive search firms, independent legal counsel or other advisors (collectively, the “*Advisors*”) to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors.

Adopted:       October 27, 2023