

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSES

The Nominating and Governance Committee (the "*Committee*") is appointed by the Board of Directors (the "*Board*") of Aeluma, Inc. (the "*Company*") to assist the Board in discharging the Board's responsibilities regarding:

- identification of qualified candidates to become Board members;
- selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- selection of candidates to fill any vacancies on the Board or any committee thereof;
- annual review of the composition of the Board in light of the characteristics of independence, experience and availability of the Board members;
- oversight of the evaluation of the Board and the Company's corporate governance practices; and
- compliance with the provisions (if any) of the Company's Code of Business Conduct and Ethics not explicitly assigned to the Audit Committee of the Board, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance with those provisions.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's Certificate of Incorporation and Bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of two (2) or more directors, as determined by the Board, each of whom (a) is an "independent" director under the listing standards of The Nasdaq Stock Market LLC ("***Nasdaq***") and other applicable laws, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee shall be appointed by the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Committee

members may be removed from the Committee, with or without cause, by majority vote of the Board at any time, and any vacancy on the Committee shall be filled by majority vote of the Board. The chairperson of the Committee (the "*Chair*") shall be appointed from among the Committee members by, and serve at the pleasure of, the Board; provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. COMMITTEE MEETINGS

The Chair shall preside at each meeting of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting. The Committee shall have 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 Certificate of Incorporation or Bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least twice per year, or more frequently as the Committee deems necessary or desirable. The Committee may also act by unanimous written consent of its members. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held in person or by means of audio or video conference, or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting, and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems inappropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests. Minutes or other records of Committee meetings and activities shall be maintained by a person designated by the Chair. Draft and final versions of the minutes of meetings shall be sent to all Committee members for their comments and records respectively, in both cases within a reasonable time after the meetings.

IV. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with the Company's Certificate of Incorporation, Bylaws, applicable law and applicable rules and regulations of the U.S. Securities and Exchange Commission (the "*SEC*") and Nasdaq.

V. DUTIES AND RESPONSIBILITIES

(a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or re-elected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of clauses (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate (including the diversity of experience, skills and perspectives represented on the Board), in recommending candidates for election to the Board:

- personal and professional integrity, ethics and values;
- experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
- experience in the Company's industry and with relevant social policy concerns;
- experience as a board member of another publicly held company;
- academic expertise in an area of the Company's operations;
- practical and mature business judgment, including ability to make independent analytical inquiries; and,
- if applicable, for re-election, the director's past attendance at meetings and participation in and contributions to the activities of the Board.

(d) The foregoing notwithstanding, if the Company is legally bound by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed (for example, pursuant to rights contained in stockholders' agreement), then the nomination or appointment of such directors shall be governed by such requirements.

(e) The Committee shall consider director candidates recommended by stockholders on the same basis as candidates identified by other sources, provided that such recommendations are submitted in accordance with the procedures set forth in the Company's Bylaws and any policy adopted by the Committee for such purpose. The Committee shall also review and make recommendations to the Board with respect to any director nominations submitted by stockholders pursuant to the Company's Bylaws or Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*").

(f) The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance, and make recommendations to the Board on all matters

of corporate governance and on any corrective action to be taken. The Committee shall review and discuss with management any significant risks relating to the Company's corporate governance practices and Board composition, to the extent oversight of such risks has been assigned to the Committee by the Board.

(g) The Committee shall monitor compliance with the provisions of the Company's Code of Business Conduct and Ethics not explicitly assigned to the Audit Committee, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance with such provisions.

(h) The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

(i) The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance; the Committee will also be responsible for establishing the evaluation criteria and implementing the process for such evaluation.

(j) The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required pursuant to any rules promulgated by the SEC or Nasdaq or otherwise considered to be desirable and appropriate in the discretion of the Committee.

(k) The Committee shall review at least annually the relationships between each director and the Company and make recommendations to the Board regarding the Board's determinations of the independence of each director and director nominee under the listing standards of Nasdaq, Rule 10A-3 under the Exchange Act and other applicable rules, including with respect to service on each committee of the Board.

(l) The Committee shall review the disclosures regarding director nominations, director qualifications, Board leadership structure and corporate governance matters to be included in the Company's proxy statement and other filings with the SEC, and shall cause this Charter to be made available on the Company's website as contemplated by Item 407(c) of Regulation S-K.

(m) The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter, and recommend to the Board such amendments of this Charter and any changes in procedures or policies governing the Committee as the Committee deems appropriate. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

(n) The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.