

VERB TECHNOLOGY COMPANY, INC.
FISCAL OVERSIGHT COMMITTEE CHARTER

The Purpose of the Fiscal Oversight Committee

The purpose of the Fiscal Oversight Committee (the “Committee”) of Verb Technology Company, Inc. (the “Company”) is to assist the Chief Executive Officer and Chief Financial Officer in:

1. Managing the Company’s excess non-operating cash assets with a view toward protecting and preserving the principal, while generating the highest return reasonably and practically possible.
 - a. This shall include, among other things, cash management oversight managing the yield on bank deposits;
 - b. Finding other high-yield instruments that have minimal risk of loss, including longer-term investment instruments to ensure the best yields over longer periods of time consistent with the Company’s need to access the funds in the future.
2. Managing the Company’s capital markets initiatives, including but not limited to:
 - a. Developing and implementing short and long-term financing strategies, utilizing such structures as:
 - i. ATM
 - ii. Preferred securities;
 - iii. Common Stock Offerings;
 - iv. Reg A offerings;
 - v. Structured debt
 - b. Working directly with the Company’s bankers, lawyers, accountants, auditors, and investors to facilitate the foregoing.
3. Reviewing the monthly and quarterly budgets, including the receivables and payables schedules in order to ensure that the foregoing investment and capital markets initiatives are consistent with the Company’s capital near and long-term requirements.

Membership and Structure

The Committee shall be comprised of at least one director. The Committee members and the Committee’s Chairperson shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

Compensation

Due to the nature of the role and the time commitment required to execute the Committee’s charter, the Chairman shall receive additional compensation, as determined by the Board in its discretion, and set each year on the anniversary date of the establishment of the Committee.

Operations

The Committee shall meet periodically as determined by the Chairman, but not less than once a year. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and

empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Nevada.

Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have the authority to retain separate and independent advisors or counsel to aid in fulfilling its responsibilities under its charter, which shall be at the Company's expense. The Committee's responsibilities, powers and authorities, as delegated by the Board, are set forth in this Charter. The Committee has the authority to take any actions necessary to carry out the provisions of this Charter or as are expressly delegated to the Committee by the Board.

Adopted by the Board of Directors on May 9 ,2024.