

PASITHEA THERAPEUTICS CORP.

COMPENSATION COMMITTEE CHARTER

A. PURPOSE

The purpose of the Compensation Committee (the “*Compensation Committee*”) of the Board of Directors (the “*Board*”) of Pasithea Therapeutics Corp. (the “*Company*”) is to evaluate, recommend, approve and review executive officer and director compensation arrangements, plans, policies and programs maintained by the Company, and to administer the Company’s cash-based and equity-based compensation plans. The Compensation Committee will also consider and make recommendations regarding director compensation. The Compensation Committee may also make recommendations to the Board regarding any other Board responsibilities relating to executive compensation.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Compensation Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC (“*Nasdaq*”), each member of the Compensation Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2) and otherwise meet the applicable criteria for independence set forth in Rule 5605(d)(2) of the Nasdaq rules. Each member of the Compensation Committee shall: (i) be a “non-employee director,” as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”); (ii) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Compensation Committee member; and (iii) meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.
3. Chair. The Board shall elect a Chair of the Compensation Committee.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board. No member of the Compensation Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or of a committee of the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board. The Board may remove members of the Compensation Committee from such committee, with or without cause.
6. Authority and Responsibilities. The Compensation Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

C. RESPONSIBILITIES

1. Executive Officer Compensation. The Compensation Committee shall:
 - Develop and periodically review compensation policies and practices applicable to executive officers, including the criteria upon which executive compensation is based, the specific relationship of corporate performance to executive compensation and the composition in terms of base salary, deferred compensation and incentive and equity-based compensation and other benefits.
 - Review and approve corporate goals and objectives relevant to Chief Executive Officer (“*CEO*”) compensation, evaluate at least annually the CEO’s performance in light of these goals and objectives and, determine and approve the CEO’s compensation level (including annual base salary and annual incentive opportunities) based on such evaluation and consistent with existing contractual requirements, provided that the CEO shall not be present during voting or deliberations on the CEO’s compensation.
 - Review and approve corporate goals and objectives relevant to the Company’s executive officers’ (as defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) compensation, evaluate at least annually each such executive officer’s performance in light of these goals and objectives and, determine and approve each such executive officer’s compensation level (including annual base salary and annual incentive opportunities) based on such evaluation and consistent with existing contractual requirements, provided that each such executive officer shall not be present during voting or deliberations on each such executive officer’s compensation.
2. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and approve new compensation plans that are not subject to stockholder approval or approval by the Board, review and approve changes to existing compensation plans to the extent stockholder or Board approval of such changes is not required, make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans subject to stockholder or Board approval, and discharge any responsibilities imposed on the Compensation Committee by any of these plans.
3. Administration of Equity-Based Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company’s stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof and to grant options and make stock and other equity-based awards thereunder, except to the extent the terms of any such plan require administration by the full Board. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock

or equity- based awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not officers (as defined in Rule 16a-1(f) under the Exchange Act) or directors of the Company. The Compensation Committee shall approve, or recommend for approval by the Board, any inducement awards to be granted in reliance on the exemption from stockholder approval contained in Nasdaq Rule 5635(c)(4).

4. Director Compensation. The Compensation Committee shall at least annually evaluate the adequacy of directors' fees and the composition of such fees.
5. Compensation Discussion and Analysis. To the extent applicable under the federal securities laws, the Compensation Committee shall review and discuss the "Compensation Discussion and Analysis" disclosure as well as (i) any narrative disclosure regarding the Company's compensation policies and practices as they relate to its risk management prepared in response to the requirement of Item 402(b) and (s), respectively, of Regulation S-K (or any successor disclosure item), (ii) any narrative disclosure related to compensation to consultants in determining or recommending the amount or form of executive and director compensation whose work has raised any conflict of interest in response to the requirement of Item 407(e)(3)(iv) of Regulation S-K and (iii) any other "say on pay" voting material to be included in the proxy statement. Based on such review and discussion, the Compensation Committee shall recommend to the Board whether such "Compensation Discussion and Analysis" disclosure and narrative disclosure regarding compensation risk, compensation to consultants or any other "say on pay" voting material should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document, and prepare a report of the Compensation Committee pursuant to Item 407(e)(5) of Regulation S-K for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with the applicable Securities and Exchange Commission ("**SEC**") rules, so long as the Company is subject to the periodic reporting requirements of the Exchange Act.
6. Succession Planning. The Compensation Committee will periodically work with the Chief Executive Officer to evaluate the Company's succession plans for the Chief Executive Officer and other executive officers, including an emergency succession plan for the Chief Executive Officer.
7. Compensation Consultants, Counsel and Other Advisors. The Compensation Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Compensation Committee deems necessary or appropriate to carry out its responsibilities. In connection with retaining or obtaining the advice of such consultants, counsel and advisors, other than in-house legal counsel, the Compensation Committee shall take into consideration the factors affecting independence required by applicable laws, SEC rules and Nasdaq rules. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors

that it retains. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Compensation Committee.

8. Clawback Policy. The Compensation Committee shall develop and recommend to the Board for approval one or more policies for the recovery or clawback of erroneously paid compensation, including any revisions to such policies, and monitor compliance with such policies, including determining the extent, if any, to which incentive-based compensation of any current or former employee should be recouped or forfeited.
9. Additional Duties. In addition to the duties and responsibilities expressly delegated to the Compensation Committee in this Charter, the Compensation Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Compensation Committee, the Company's bylaws and applicable Nasdaq rules.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall maintain minutes containing a summary of the actions taken at each Compensation Committee meeting.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and the rules and regulations thereunder).
3. Reports to Board. The Compensation Committee shall report regularly to the Board.
4. Charter. The Compensation Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.
6. Self-Evaluation. The Compensation Committee shall periodically evaluate its own performance.

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Effective Date: March 28, 2024